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1925 - 1996

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November 18, 1996

P96000094945

Secretary of State
State of Florida
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32314

RE: Articles of Incorporation - ASTOR MANAGEMENT CORPORATION

Dear Sirs:

Enclosed herewith please find one original and one copy of the following documents:

1. Articles of Incorporation for the above-referenced corporation,
2. Affidavit of Capital Contributions for Florida Limited Partnership (Astor Realty Group, Ltd.),
3. Certificate of Limited Partnership (Astor Realty Group, Ltd.),
4. Affidavit of Capital Contributions for Florida Limited Partnership (Astor Hospitality Group, Ltd.), and
5. Certificate of Limited Partnership (Astor Hospitality Group, Ltd.).

In addition, our trust account checks in the amount of \$122.50 and two for \$98.00 each are enclosed which represents the following fees:

Filing Fee	35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>

Total: \$122.50

Affidavit and Certificate \$98.00 each.

Please file the above documents with the Secretary of State and return the copy of the

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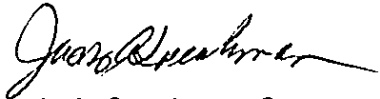
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Articles of Incorporation certified to the undersigned in the enclosed envelope as well as receipt for filing the Affidavits and Certificates.

Thank you for your prompt attention to this matter and please do not hesitate to contact me if you have any questions.

Sincerely yours,



Judy A. Speakman, Secretary to
Richard R. Ellington, Esq.
:jas

Encls.

**ARTICLES OF INCORPORATION
OF
ASTOR MANAGEMENT CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby acts with the purpose of forming a Corporation for profit under the laws of the State of Florida, and for these purposes, do adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is Astor Management Corporation.

ARTICLE II

The general nature of the business to be transacted by this Corporation is:

To operate a property management business and to engage in business for any lawful purpose or purposes not specifically forbidden by the laws of the State of Florida; the intention is that none of the objects and powers here and above as specified and clauses contained in this Article, except where otherwise specified in this Article in no way shall be limited or restricted by reference from the terms of any other objects, powers or clauses of this Article or any other Article of this certificate, but that the objects and powers specified in each of the clauses of this Article shall be regarded as independent objects and powers.

ARTICLE III

The duration of this Corporation shall be perpetual.

ARTICLE IV

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time shall be One Hundred (100) shares of Common Stock at a par value of One Dollar (\$1.00) per share. The stock, (including Treasury Shares) may be paid for by cash or other property, tangible, or by labor or services actually performed for the Corporation, but neither promissory notes nor future services shall constitute payment or part payment for the issuance of stock; provided, however, the Board of Directors of the Corporation shall, except when the stock issuance is for cash, determine and establish by appropriate resolution the value of property, labor or services prior to the issuance of stock for property, labor or services.

ARTICLE V

The initial post office address of the principle offices of this Corporation in the State of Florida is: 936 Bear Island Circle, West Palm Beach, Florida 33409.

ARTICLE VI

The Registered Agent for this Corporation is: Richard R. Ellington, Esq. and the registered office is: 701 U.S. Highway One, Suite 402, North Palm Beach, Florida 33408.

ARTICLE VII

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by a vote of the stockholders, but shall

never be less than one (1) director.

ARTICLE VIII

The names and addresses of the Incorporator and initial director is:

<u>Name</u>	<u>Address</u>
Hans H. Richter	2387 Oak Tree Lane West Palm Beach, FL 33409

ARTICLE IX

No stockholder of this Corporation, except as otherwise provided herein, shall sell, assign, or otherwise transfer or dispose of, including by testamentary disposition or, if there is no will, by intestate succession in, any or all of his shares of stock of this Corporation until he or his personal representatives have first offered the same to the Corporation, which shall have thirty (30) days from the date of such offering in which to purchase shares at a price which is equal to the value of the shares being purchased as established by the books of the Corporation, as of the close of business, at the end of the last calendar month prior to the offering by the stockholder to sell to the Corporation.

In the event the Corporation shall elect not to purchase said stock, or shall fail to exercise its right to purchase within the thirty (30) day period, then such stockholders

shall offer said stock to the other stockholders in like proportion as the holdings of the remaining stockholders then stand on the books of the Corporation, and such stockholders shall have a period of thirty (30) days from the date of such offer in which to purchase such shares at a price determined in the manner set forth above.

In the event the Corporation and the stockholders elect not to purchase the stock offered to them pursuant to this Article within the time period set forth herein, the stockholder desiring to sell his shares may do so free and discharged of the obligation of this Article.

The foregoing provisions of this Article shall not apply to sale, assignment or other transfer or by testamentary disposition or intestate succession of shares of stock by one stockholder or stockholders to another stockholder or stockholders.

ARTICLE X

The officers of this Corporation shall be a President, one or more Vice-Presidents, Secretary, Treasurer and such other officers, agents and factors as may be deemed necessary. All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any two or more offices may be held by the same person.

ARTICLE XI

No contract or other transaction between this Corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a member, director

or directors, or are members, directors or officers, of such other firms, associations or corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interest in any contract or transaction of this Corporation or in which this Corporation is interested, and no contract, account or transaction of this Corporation with any person, firms, associations or corporation shall be affected or invalidated by the fact that any director or directors of this Corporation is or are hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit if himself or any firms, associations or corporation in which he may in any way be interested in any wise; the directors, when so interested, shall be counted as to authorizing, approving, or ratifying such contract or transaction only if: (a) the Board of Directors which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consent of such interested directors; or (b) the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors.

ARTICLE XII

It is hereby expressly provided that this Corporation shall indemnify any and all of its directors or officers, or former directors or officers, or any persons who may have served at its request as a director or officer of another corporation in which this Corporation owns shares of capital stock, or of which it is a creditor, against expenses actually or necessarily incurred by them, or any of them, in connection with the defense of any action, suit or proceeding to which they, or any of them, are made parties or a party by reason of being, or having been directors or officers of this Corporation or such

other corporation, except in relation to matters as to which any such director or officer shall be adjudged in any action, suit or proceeding to be liable for any act of bad faith or misconduct in the performance of duty. The foregoing right to indemnify shall include reimbursement of the amounts and expenses paid in settling any cash action, suit or proceeding when settlement appears to be in the interest of the Corporation.

ARTICLE XIII


The Corporation, in order to carry out its purposes, shall have, except as otherwise limited by these Articles of Incorporation or by any subsequent By-laws of the Corporation, as they may each be amended from time to time, all the powers from now as are hereinafter granted to it by the laws of the State of Florida.

ARTICLE XIV

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors and proposed by them to the stockholders, and approved at a stockholders' meeting by unanimous vote.

ARTICLE XV

IN WITNESS WHEREOF, I, the undersigned have executed these Articles of Incorporation this 8th day of November, 1996.




Hans H. Richter,
Incorporator

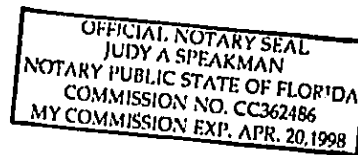
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Hans H. Richter

_____ as Incorporator, to me known to be the person described in and who executed the foregoing Articles of Incorporation, or who produced _____ as identification, and he acknowledged before me that he executed the same for the purposes herein expressed.

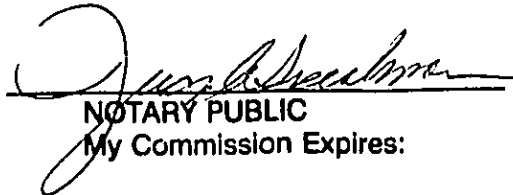
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27th day of November, 1996.

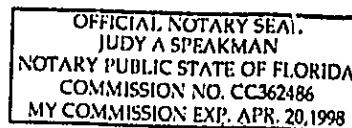

NOTARY PUBLIC
My Commission Expires:



foregoing Articles of Incorporation, or who produced _____ as identification, and he acknowledged before me that he executed the same for the purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 8th day of November, 1996.


NOTARY PUBLIC
My Commission Expires:




**CERTIFICATE OF AGENT FOR SERVICE OF PROCESS
FOR ASTOR MANAGEMENT CORPORATION**

Pursuant to Florida General Corporation Act, Chapter 607, the following is submitted
in compliance with said Act.

FIRST, that Astor Management Corporation, desiring to organize under the laws of
the State of Florida, with its principal office at 936 Bear Island Circle, West Palm Beach,
Florida 33409, has named Richard R. Ellington, located at 701 U.S. Highway One, Suite
402, North Palm Beach, Florida 33408, as its agent to accept service of process within
this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation,
at the place designated in this Certificate, I hereby accept and agree to act in this
capacity and agree to comply with the provisions of said act relative to keeping open
said office.


RICHARD R. ELLINGTON
REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Richard R. Ellington as
Incorporator, to me known to be the person described in and who executed the

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SECRETARY OF STATE
TALLAHASSEE FLORIDA