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PRESTICE HALL
LEGAL & FINANCIAL SERVICES

P960000095373

ACCOUNT NO. : 072100000032

REFERENCE : 162537 8676A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : November 20, 1996

ORDER TIME : 12:10 PM

ORDER NO. : 162537-005

300002011433--3

CUSTOMER NO: 8676A

CUSTOMER: Elaine R. Steeris, Legal Asst
MERRILL BOOKSTEIN, ESQ

4800 North Federal Highway
Suite 201b
Boca Raton, FL 33431

DOMESTIC FILING

NAME: CLASSIC GUEST SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
96 NOV 21 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 NOV 21 PM 1:25
Dmc 11/21/96
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CLASSIC GUEST SERVICES, INC.

FILED
95 NOV 21 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CLASSIC GUEST SERVICES, INC.

The address of the principal office of this corporation shall be C/O 4800 North Federal Highway, Suite 201B, Boca Raton, Florida 33431, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 4800 North Federal Highway, Suite 201B, Boca Raton, Florida 33431, and the name of the initial registered agent of the corporation at that address is Merrill A. Bookstein, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Jeffrey Zorovich Dir.	C/O 4800 North Federal Highway Suite 201B Dir. Boca Raton, Florida 33431
Robert Materdomini Dir.	Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Jeffrey Zorovich Pres.	C/O 4800 North Federal Highway Suite 201B Boca Raton, Florida 33431
Robert Materdomini Sec./Treas.	Same

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on November 21, 1996.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper

It's Agent, Deborah D. Skipper

CDF/das

CERTIFICATE OF DESIGNATION OF

FILED

REGISTERED AGENT/REGISTERED OFFICE

95 NOV 21 PM 4:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS
OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGN-
NATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF
FLORIDA.

1. The name of the corporation is: CLASSIC GUEST SERVICES, INC.

2. The name and address of the registered agent and office is:

MERRILL A. BOOKSTEIN, ESQ.

(Name)

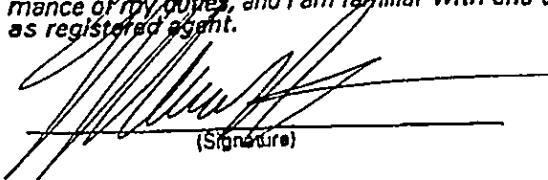
4800 N. FEDERAL HIGHWAY - SUITE 201B

(P.O. Box not acceptable)

BOCA RATON, FLORIDA 33431

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the
above stated corporation at the place designated in this certificate, I hereby accept
the appointment as registered agent and agree to act in this capacity. I further agree
to comply with the provisions of all statutes relating to the proper and complete perfor-
mance of my duties, and I am familiar with and accept the obligations of my position
as registered agent.*


(Signature)

November 21, 1996

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL