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-12/17/96--01099--020  
\*\*\*131.25 \*\*\*131.25

December 13, 1996

Dept. of State  
Division of Corp.  
P.O. Box 6327  
Tall., FL 32314

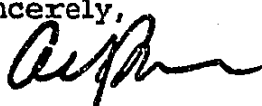
RE: CRPS HOTELS, INC.

Dear Sir/Madam:

Enclosed please find check for \$131.25 to cover the Filing Fee for Articles of Incorporation and one Certified of Good Standing.

Please return enclosed copy-certified-in enclosed envelope.

Sincerely,

  
Alfred Torres,  
Attorney at Law

AT/sg

Enclosure

FILED  
96 DEC 16 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

R. CHESLER DEC 18 1996

ARTICLES OF INCORPORATION

OF

CEPS HOTELS, INC.

The undersigned hereby forms a corporation for profit under Chapter 621 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

CEPS HOTELS, INC.

The address of the principal office of this corporation shall be 4694 West Irlo Bronson Memorial Highway, Kissimmee, FL, 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, county, territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is 200 shares at no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of this corporation shall be 4694 West Irlo Bronson Memorial Highway, Kissimmee, Florida, and the name of the initial registered agent of the corporation at the address is EUGENE CONSTANCE.

FILED  
96 DEC 16 PM 1:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE V. TERM OF EXISTENCE**

The corporation is to exist perpetually.

**ARTICLE VI. OFFICERS AND DIRECTORS**

The name and addresses of the officers and directors are:

EUGENE CONSTANCE  
c/o Hotel  
4694 W. Irlo Bronson  
Memorial Highway  
Kissimmee, FL 34746

President  
Secretary  
Treasurer  
Director

PRADEEP SHINDE  
c/o Hotel  
4694 W. Irlo Bronson  
Memorial Highway  
Kissimmee, FL 34746

Vice President

**ARTICLE VII. INCORPORATOR**

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

EUGENE CONSTANCE  
c/o Hotel  
4694 West Irlo Bronson, Memorial Highway  
Kissimmee, FL 34746

PRADEEP SHINDE  
c/o Hotel  
4694 West Irlo Bronson, Memorial Highway  
Kissimmee, FL 34746

IN WITNESS WHEREOF, the undersigned Incorporator(s) have  
executed these Articles, this 4 day of November, 1996.

Signature of Incorporator(s)

Eugen Constance  
EUGENE CONSTANCE

Pradeep B. Shinde  
PRADEEP SHINDE

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: CEPS HOTELS, INC.

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

EUGENE CONSTANCE

(NAME)

c/o Hotel

4694 W. Irlo Bronson Memorial Highway

(P.O. BOX NOT ACCEPTABLE)

Kiss, Fl. 34746

(CITY/STATE/ZIP)

FILED  
96 DEC 16 PM 1:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Eugene Constance  
EUGENE CONSTANCE

DATE \_\_\_\_\_

REGISTERED AGENT FILING FEE: \$35.00