

P97000003408



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 219442 88155A

AUTHORIZATION :

COST LIMIT : \$ PRE-PAID

ORDER DATE : January 13, 1997

ORDER TIME : 10:33 AM

ORDER NO. : 219442-005

CUSTOMER NO: 88155A

CUSTOMER: Lawrence H. Katz, Esq  
LAWRENCE H. KATZ, ESQ

400002055494--1  
-01/13/97--01030-024  
\*\*\*\*122.50 \*\*\*\*122.50

Suite 120  
341 North Maitland Avenue  
Maitland, FL 32751

DOMESTIC FILING

NAME: VIVA HOSPITALITY COMPANY

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 JAN 13 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dmc  
1-13-97

**ARTICLES OF INCORPORATION**  
**OF**  
**VIVA HOSPITALITY COMPANY**

**FILED**  
97 JAN 13 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being a natural person of legal age, do hereby desire to form a Corporation under the Laws of the State of Florida, and do hereby adopt the following Articles of Incorporation.

1. **NAME.** The name of the Corporation shall be VIVA HOSPITALITY COMPANY, a Florida Corporation.

2. **PRINCIPAL OFFICE OR MAILING ADDRESS.** The Principal Office of the corporation shall be and its mailing address shall be 2809 Jacana Court, Longwood, Florida 32779. The Principal Office and mailing address may be changed from time to time by the Board of Directors.

3. **STOCK.** The amount of total authorized capital stock of this Corporation is Twenty Million (20,000,000) shares of common stock having a par value of \$.01 per share and Ten Million (10,000,000) shares of Preferred Stock of a par value of \$.01 per share. The Board of Directors of this Corporation is authorized to prescribe, fix or alter the classes, series, designations, preferences, voting powers, limitations and relative rights of each class or series of this Corporation's stock and to determine and fix the consideration to be paid for each share.

4. **INITIAL REGISTERED OFFICE AND AGENT.** The street address of the initial registered office of this Corporation is and the name of the initial registered agent of this Corporation at that address is:

Lawrence H. Katz  
341 N. Maitland Avenue  
Suite 120  
Maitland, Florida 32751

**5. BOARD OF DIRECTORS.** The business of the Corporation shall be conducted and managed by a Board of Directors consisting of not less than one member, as fixed from time to time by the By-Laws of this Corporation and the Board of Directors shall be elected or appointed as provided in the By-Laws of this Corporation.

**6. INCORPORATOR.** The name and address of the Incorporator(s) is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lawrence H. Katz	341 N. Maitland Avenue Suite 120 Maitland, Florida 32751

**7. BY-LAWS.** The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

**8. INDEMNIFICATION.** Every Director, Officer, employee or agent of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees reasonably incurred or by reason of their being imposed upon him or her, in connection with any proceeding to which he or she may be made a party or in which he or she may become involved by reason of his or her employment or by reason of his or her being or having been a Director, Officer, employee or agent of the Corporation, or any settlement thereof, whether or not he or she is a Director, Officer, employee or agent at the time such expenses are incurred, except in such cases wherein the Director, Officer, employee or agent is adjudged liable for gross

negligence or willful and wanton misconduct in the performance of his or her duties as such Officer, Director, employee or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer, employee or agent may be entitled.

**9. AMENDMENT.** The Corporation reserves the right to amend, alter, change, repeal and revise any of the provisions of this Corporation's Articles of Incorporation in the manner now, or hereafter prescribed by statute and all rights conferred on shareholders herein are granted subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 10th day of January , 1997.

  
\_\_\_\_\_  
Lawrence H. Katz

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared Lawrence H. Katz, known to me to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: personally known and that an oath ~~(was)~~ (was not) taken.

WITNESS my hand and official seal in the County and State last aforesaid this 10th day of January, 1997.

  
\_\_\_\_\_  
Notary Signature

  
\_\_\_\_\_  
Printed Notary Signature  
My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE**  
**FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING**  
**UPON WHOM PROCESS MAY BE SERVED**

**FILED**  
97 JAN 13 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted  
in compliance with said Act:

First, that Viva Hospitality Company, desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Longwood, County of Seminole, State of Florida, has named Lawrence H. Katz, 341 N. Maitland Avenue, Suite 120, Maitland, Florida 32751, as its agent to accept process within this state.

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

  
\_\_\_\_\_  
Lawrence H. Katz, Resident Agent