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GRAY, HARRIS & ROBINSON

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

SUITE 138

1800 WEST HIBISCUS BOULEVARD

POST OFFICE BOX 1870

MELBOURNE, FL 32902-1870

TELEPHONE (407) 727-8100

FAX (407) 984-4122

J. CHARLES GRAY
GORDON H. HARRIS
RICHARD M. ROBINSON
PHILLIP R. FINCH
PAMELA O. PRICE
JAMES F. PAGE, JR.
WILLIAM A. BOYLES
THOMAS A. CLOUD
BYRD F. MARSHALL, JR.
J. MASON WILLIAMS III
LEO P. ROCK, JR.
G. ROBERTSON DILG
CHARLES W. SELL
JACK A. KIRSCHENBAUM
RICHARD E. BURKE
GUY S. HAGGARD
FREDERICK W. LEONHARDT
BORRON J. OWEN, JR.
MICHAEL K. WILSON
JEFFREY D. KEINER
PAUL S. QUINN, JR.
DAVID L. SCHICK
JACK K. MCHULLER
SUSAN T. SPRADLEY
MICHAEL E. NEUKAMM
DONALD A. NOHRR
PHILIP F. NOHRR
WILLIAM G. BOLTIN, III

R. LEE BENNETT
TRACY A. BORGERT
N. SCOTT NOVELL
JOHN A. KIRST, JR.
WILBUR E. BREWTON
KENNETH J. PLANTE
MICHAEL E. WRIGHT

KENT L. HIPPI
ROBERT L. BEALS
DONALD H. GIBSON
KIMBERLY NOWORYTA SUNNER
CHRISTOPHER J. COLEMAN
PEGGY R. HOYT
BRUCE M. HARRIS
R. DEAN CANNON, JR.
FRANK A. HAMNER
RICHARD A. RODGERS
ALISON M. YURKO
JAMES D. HIBIO
KELLY M. FITZGERALD
KELLY BREWTON PLANTE
LEE M. KILLINGER
J. SCOTT SIMS

OF COUNSEL

MALCOLM R. KIRSCHENBAUM
SYDNEY L. JACKOWITZ
THEODORE L. SHINKLE
LILA INGATE MCHENRY

January 13, 1997

Division of Incorporation
Certification Section
409 East Gaines Street
Tallahassee, FL 32399

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-01/14/97--01122--007
****122.50 ****122.50

RE: TUCSON DESERT ASSETS, INC.

Dear Sir:

Please be advised that this office represents Beck Summit Hotel Management Group. Pursuant to the instructions contained in your letter of November 4, 1996 (a copy of which is attached), we are enclosing an original and one (1) copy of Articles of Incorporation for TUCSON DESERT ASSETS, INC. for filing. Also enclosed is this firm's check payable to your order in the amount of \$122.50 for the various fees. Please send a certified copy of the Articles to the above address in the self-addressed stamped envelope provided herein.

Thank you for your assistance in this matter.

Very truly yours,

Philip F. Nohrr
Philip F. Nohrr

PFN/hms
Enclosures

FILED
JAN 14 PM 7:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/14/97
TD



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 4, 1996

CHARISSE A. HENDERSON
BECK SUMMIT HOTEL MANAGEMENT GROUP
P.O. BOX 3659
INDIALANTIC, FL 32903

The name TUCSON DESERT ASSETS, INC. has been reserved for 120 days beginning November 4, 1996. The reservation number is R96000005236 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Becky McKnight

Letter number: 096A00050485

ARTICLES OF INCORPORATION

OF

TUCSON DESERT ASSETS, INC.

FILED
97 JAN 14 PM 7:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is TUCSON DESERT ASSETS, INC.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series, as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 325 Fifth Avenue, Indialantic, FL 32903, and the name of the initial registered agent of this corporation at that address is Lauren B. Koonin.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
1. C. WAYNE THOMPSON	325 Fifth Avenue Indialantic, FL 32903

2. CHARLES R. FAUST

4114 N. Ocean Drive
Suite #700
Lauderdale-By-The-Sea
Florida 33308

3. LAUREN B. KOONIN

325 Fifth Avenue
Indialantic, FL 32903

4. LEON VOLKERT

4144 N. Ocean Drive
Suite #700
Lauderdale-By-The-Sea
Florida 33308

ARTICLE IX - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation is:

NAME

ADDRESS

1. LAUREN B. KOONIN

325 Fifth Avenue
Indialantic, FL 32903

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV - PRINCIPAL OFFICE

The principal office address and mailing address of this corporation shall be: 325 Fifth Avenue, Indialantic, FL 32903.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of December, 1996.



LAUREN B. KOONIN, INCORPORATOR

STATE OF FLORIDA :

COUNTY OF BREVARD :

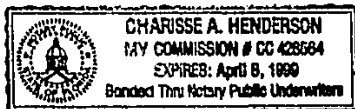
Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared LAUREN B. KOONIN, who is (☒) personally known to me or (☐) who has produced _____

as identification and who did (did not) take an oath) and known by

me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed these Articles of Incorporation.

In witness whereof, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 19th day of December, 1996.

My Commission Expires:



Charisse A. Henderson
NOTARY PUBLIC
State of Florida at Large

Charisse A. Henderson
Printed Name

Commission No. _____

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST that TUCSON DESERT ASSETS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Indialantic, County of Brevard, State of Florida, has named LAUREN B. KOONIN, located at 325 Fifth Avenue, Indialantic, FL 32903, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated 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.


LAUREN B. KOONIN (s)

97 JAN 14 PM 7:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED