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BOCA RATON, FL 33432-4708

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AND NEW YORK  
\*\* ALSO ADMITTED IN DISTRICT OF COLUMBIA  
AND PENNSYLVANIA

February 13, 1997

200002091092--1  
-02/18/97--01116--006  
\*\*\*122.50 \*\*\*122.50

**VIA CERTIFIED MAIL**

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

RE: ARCADIA HOTEL MANAGEMENT COMPANY, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation/Designation of Registered Agent for Arcadia Hotel Management Company, Inc. Also enclosed is our law firm's check no. 4571 in the amount of \$ 122.50 in payment of the following costs:

Filing Fee:	\$ 35.00
Certified Copy:	52.50
Certificate of Registered Agent	<u>35.00</u>
<b>TOTAL</b>	<b><u>\$122.50</u></b>

Kindly file the Articles of Incorporation and Designation of Registered Agent and return a conformed copy to the undersigned. I have enclosed a self-addressed stamped envelope for your convenience in returning the document. Thank you in advance.

Very truly yours,

SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.

By: Claudia Liberman  
Claudia L. Liberman, Legal Assistant

cc: Arcadia Hotel Group, Inc. (via Fax)

FEB 21

BSB  
624,619,611  
W97-4258

FILED  
97 FEB 28 PM 2:30  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 21, 1997

SCHWARTZ, GOLD, COHEN, ZAKARIN  
54 S.W. BOCA RATON BLVD.  
BOCA RATON, FL 33432-4708

SUBJECT: ARCADIA HOTEL MANAGEMENT COMPANY, INC.  
Ref. Number: W97000004258

We have received your document for ARCADIA HOTEL MANAGEMENT COMPANY, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must include original signatures.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 697A00009339

**ARTICLES OF INCORPORATION/DESIGNATION  
OF REGISTERED AGENT**

**FOR**

**ARCADIA HOTEL MANAGEMENT COMPANY, INC.**

**FILED**  
97 FEB 28 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**NAME**

The name of this corporation is

**ARCADIA HOTEL MANAGEMENT COMPANY, INC.**

**ARTICLE II**

**PURPOSE**

This corporation is organized for the following purposes:

1. To provide hotel management services.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him/her from voting thereon.

(c) 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 stock.

#### **ARTICLE IV**

##### **TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

#### **ARTICLE V**

##### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal officer of this corporation is Dr. Reinhard Baumhoegger, c/o Edward B. Cohen, Esq. 54 S.W. Boca Raton Boulevard, Boca Raton, Florida 33432. The initial registered agent of this corporation is Edward B. Cohen, Esq., with his address at 54 S.W. Boca Raton Boulevard, Boca Raton, Florida 33432. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

#### **ARTICLE VI**

##### **INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director, 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. The name and address of the initial Director of this corporation is:

Dr. Reinhard Baumhoegger 54 S.W. Boca Raton Boulevard  
Boca Raton, Florida 33432

#### **ARTICLE VII**

##### **AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these

Articles of Incorporation, or any amendment hereto, in the manner provided by law.


ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles is:

Dr. Reinhard Baumhoegger  
c/o Edward B. Cohen, Esq.  
54 S.W. Boca Raton Boulevard  
Boca Raton, Florida 33432

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of  
Incorporation this 13<sup>th</sup> day of February, 1997.

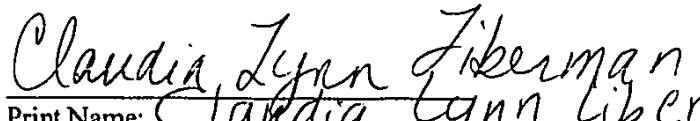
  
DR. REINHARD BAUMHOEGGER

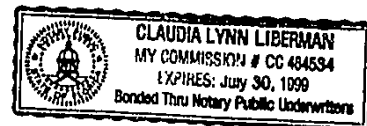
STATE OF FLORIDA )

COUNTY OF PALM BEACH )

Sworn to and subscribed before me this 13<sup>th</sup> day of February, 1997, by Dr. Reinhard  
Baumhoegger, who is personally known to me (or who has produced  
\_\_\_\_\_ as identification) and who did take an oath.

(SEAL)

  
Print Name: Claudia Lynn Liberman  
Notary Public, State of Florida



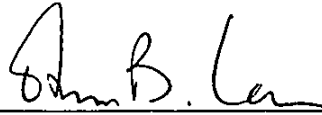
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

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

First--That Arcadia Hotel Management Company, Inc., 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 Boca Raton, County of Palm Beach, State of Florida has named Edward B. Cohen, Esq., 54 S.W. Boca Raton Boulevard, Boca Raton, Florida 33432, 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 place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.



Edward B. Cohen, Esq.

(Registered Agent)

FILED  
97 FEB 28 PM 2:04  
STATE  
PALM BEACH, FLORIDA