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DAVID DERMER

LAW OFFICES
ATTORNEY AT LAW

DAVID DERMER
MEMBER OF FLORIDA BAR
MEMBER OF DISTRICT OF COLUMBIA BAR
ADMITTED TO U.S. DISTRICT COURT,
SOUTHERN DISTRICT OF FLORIDA

SUITE 372, 420 LINCOLN ROAD
MIAMI BEACH, FLORIDA 33139
TELEPHONE: (305) 672-7000

March 27, 1997

Attention: New Filing
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

500002127595--8
-03/28/97-01125-012
****122.50 ****122.50

Dear Sir or Madam:

Enclosed you will find the original (and one copy) Articles of Incorporation of South Beach Hotel and Restaurant Association, Inc. Additionally I have enclosed a check for \$122.50 to cover the filing fees.

A self-addressed stamped envelope has been provided for the return of my certified copy. If there are any errors or questions, please phone or write.

Thank you for your attention to this matter.

Very truly yours,

David DERMER

Enclosures

corp\1997\hotel1.1tr

FILED
97 MAR 28 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
37 MAR 28 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SOUTH BEACH HOTEL AND RESTAURANT ASSOCIATION, INC.

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be South Beach Hotel and Restaurant Association, Inc.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation will be 1024 Washington Avenue, Miami Beach, Florida 33139.

ARTICLE III

TERM OF EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law, commencing on the date and time of filing of the Articles of Incorporation by the Department of State stated herein below.

ARTICLE IV

PURPOSE AND POWERS

This corporation is organized for the purpose of transacting any and all lawful business and shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V

CAPITAL STOCK

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

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1024 Washington Avenue, Miami Beach, Florida 33139 and the initial registered agent is David Kelsey.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time as provided in the By-Laws. The name and address of the initial director and principal office of this Corporation is:

David Kelsey
1024 Washington Avenue
Miami Beach, Florida 33139

ARTICLE VIII

INCORPORATORS

The name and address of the people signing these Articles of Incorporation is:

David Kelsey
1024 Washington Avenue
Miami Beach, Florida 33139

ARTICLE IX

EXECUTIVE COMMITTEE

The Board of Directors may, by resolution, designate one of more of their number to substitute an Executive Committee, who, to the extent provided in such resolution, or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors. The Board of Directors may, by resolution, discontinue the Executive Committee or change the members thereof at any time.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director or member of the Executive Committee or any shareholder to the full extent permitted by law.

ARTICLE XI

AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, any rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 26 day of March, 1997.

David Kelsey
David Kelsey

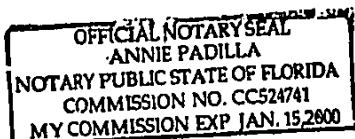
STATE OF Florida) I hereby certify that on this day,
COUNTY OF Dade) before me, an officer duly authorized
to administer oaths and take
acknowledgments, personally appeared

David Kelsey
known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person:

_____ and that an oath
(was) (was not) taken.

Notary Rubber Stamp Seal

Witness my hand and official seal in the County and State last aforesaid this 26 day of March, A.D. 1997.



Annie Padilla
Notary Signature

ANNIE PADILLA
Printed Notary Signature

DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

FILED
97 MAR 28 PM 2:05
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 607.050, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

That SOUTH BEACH HOTEL AND RESTAURANT ASSOCIATION, INC.
desiring to organize or qualify under the laws of the State of
Florida, with its principal place of business at City of Miami
Beach, State of Florida, has named David Kelsey, located at 1024
Washington Avenue, City of Miami Beach, State of Florida as its
agent to accept Service of Process within Florida.

SIGNATURE: 

TITLE: president

DATE: 3-28-97

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate, I
hereby agree to act in this capacity, and I further state that I am
familiar with the obligations of this position and agree to comply
with the provisions of all statutes relative to the proper
performance of my duties.

SIGNATURE: 

DATE: 3-28-97