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LOLA BOHN THOMAS

ATTORNEY AT LAW

77 NORTH HIBISCUS DRIVE  
MIAMI BEACH, FLORIDA 33139

MEMBER OF  
FLORIDA, NEW YORK  
AND CALIFORNIA BARS

TELEPHONE (305) 538-6710  
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April 4, 1997

Florida Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

200002135552--2  
-04/07/97--01140--018  
\*\*\*\*122.50 \*\*\*\*122.50

Re: ROYAL HOTEL MANAGEMENT, INC.

Enclosed please find Articles of Incorporation, Certificate of Service of Process and a check for \$122.50 to cover the filing fees, acceptance of Registered Agent and certified copy. Please return the certified copies to me in the enclosed Fedex envelope. Thank you.

Sincerely yours,

*Lola Thomas*

Lola Thomas, Esquire

FILED  
97 APR 11 PM 9 03  
TALLAHASSEE, FLORIDA

(25)  
4-9-97  
ID  
W97-8220



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 9, 1997

LOL THOMAS ESQ.  
77 NO HIBISCUS DRIVE  
MIAMI BEACH, FL 33139

SUBJECT: ROYAL HOTEL MANAGEMENT, INC.  
Ref. Number: W97000008220

We have received your document for ROYAL HOTEL MANAGEMENT, 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 effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 497A00017759

APR 11 1977

ARTICLES OF INCORPORATION  
OF  
ROYAL HOTEL MANAGEMENT, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is ROYAL HOTEL MANAGEMENT, INC.

Article II

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

Article V

Initial Registered Office and Agent

The street address of the initial office of this corporation is 77 North Hibiscus Drive, Miami Beach, Florida 33139 and the name of the initial registered agent of this corporation at that address is LOLA THOMAS, Esq.

Article VI

Directors

(a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Director. The name and street address of the member of the first board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
LOLA THOMAS	77 North hibiscus Drive Miami Beach, Florida 33139

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### Article VII

##### Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

#### Article VIII

##### Incorporator

The name and street address of the incorporator of this corporation is:

Lola Thomas  
77 North Hibiscus Drive  
Miami Beach, FL 33139

#### Article IX

##### Amendment

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

IN WITNESS WHEREOF, the incorporator has executed these Articles this 10th day of April, 1997.

  
LOLA THOMAS

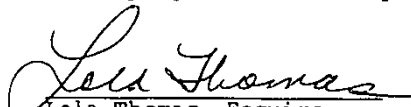
FILED  
97 APR 11 PM 9 03  
TALLAHASSEE, FLORIDA

**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:

That ROYAL HOTEL MANAGEMENT, 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 Miami Beach, Florida, has named Lola Thomas, Esquire, located at 77 North Hibiscus Drive, Miami Beach, Florida 33139, as its agent to accept service of process within this State.

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 said office open.

  
Lola Thomas, Esquire

FILED  
APR 11 PM 9:03  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA