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LAW OFFICE OF  
*Howard M. Neu, P.A.*

1152 N. UNIVERSITY DRIVE  
PEMBROKE PINES, FLORIDA 33024

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• HOWARD M. NEU

DIMITRY N. ALEXANDER  
ANNE ELIZABETH BROWN  
OF COUNSEL

CERTIFIED MAIL P 427 669 854

June 6, 1997

Division of Corporation  
Florida Secretary of State  
P. O. Box 6327  
Tallahassee, Florida 32314

900000207969-4  
-051079-01088-013  
\*\*\*\*122.50 \*\*\*\*122.50

Re: The Hospitality Consulting Group, Inc.  
Articles of Incorporation

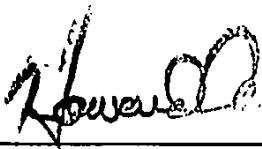
Gentlemen:

Please find enclosed the original and a copy of the Articles for the above-referenced for filing. Our check in the amount of \$122.50 is enclosed for the filing fee. Please provide a certified copy for our files.

Thank you for your prompt attention to this request.

Very truly yours,

LAW OFFICES OF HOWARD M. NEU, P.A.

By:   
HOWARD M. NEU, ESQ.

HMN:eo

Enclosures

FILED  
SECRETARY OF STATE  
CORPORATE REGISTRATIONS  
97 JUN 10 10:09 AM

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*JP*  
*6/11/97*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

97 JUN 12 PM 12:23

OF

THE HOSPITALITY CONSULTING GROUP, INC.

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of organizing a corporation under the Laws of the State of Florida, providing for the formation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we make, subscribe and acknowledge, and file with the Secretary of State for the State of Florida, this Certificate of Incorporation, and to that end, we do, by these Articles, set forth:

ARTICLE I

The name of this corporation shall be:

THE HOSPITALITY CONSULTING GROUP, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be as follows:

(a) The nature of the business and the objects and purposes to be transacted, promoted or carried on by the corporation are to engage in any lawful act or activity for which corporations maybe organized under the General Corporation Laws of the State of Florida.

(b) To acquire by purchase, exchange or otherwise, all or any part of, or any interest in the properties, assets, business and goodwill of any one or more persons, firms, associations or corporations heretofore or hereafter engaged in any business for

which a corporation may now or hereafter be organized under the laws of this state; to pay for the same in cash, property or its own or other securities; to hold, operate, reorganize, liquidate, sell or in any manner dispose of the whole or any part thereof; and in conjunction therewith to assume or guarantee performance of any liabilities, obligations, or contracts of such persons, firms, associations or corporations, and to conduct the whole or any part of any business thus acquired.

(c) To carry on its operations and conduct business in any State, in the District of Columbia, and in any Territory, dependency or possession of the United States and in any foreign country.

(d) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation, or business of a similar nature with any person, corporation, private, public or municipal, body politic under the government of the United States or any State or Territory or possession thereof, or any foreign government so far as possible to the extent that the same may be done and performed by corporations organized under the business corporation law of this state.

(e) To purchase, own and hold and to sell and transfer (but not to vote) its own shares if and when the capital of this corporation is not thereby impaired, and to purchase, own, hold, sell, transfer and exercise all rights (other than voting rights) upon or under its own debt obligations, and upon warrants, rights

or options upon or with respect to its own securities.

(f) To purchase or otherwise acquire, and to hold, create security interests in, pledge, sell, exchange, or otherwise dispose of, securities created or issued by any persons, firms, associations, corporations, or governments or subdivisions thereof; to make payment therefor in any lawful manner; and to exercise, as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

(g) To employ, hire, and appoint corporations, firms, and individuals in any and all parts of the world to act as agents for this Corporation in such capacity and on such conditions as may be determined from time to time by the Board of Directors.

(h) From time to time to provide, carry out, revise, amend, alter or change a plan or plans for the participation of all or any of the employees, including Directors and Officers of this Corporation or of any corporation in which or in the welfare of which the Corporation has any interest, and those actively engaged in the conduct of this Corporation's business, in the profits of this Corporation or of any branch or division thereof, as part of this Corporation's legitimate expenses, and for the furnishing to such employees or persons or any of them, at this Corporation's expense, of medical services, insurance against accident, sickness, or death, pensions during old age, disability, or unemployment, or other similar aids for their general welfare, in such manner and upon such terms and conditions as may be determined by the Board of Directors.

### ARTICLE III

The aggregate number of shares that may be issued is One Thousand (1,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

### ARTICLE IV

The principal office of THE HOSPITALITY CONSULTING GROUP, INC., shall be at 1005 Kane Concourse, Suite 207, Bay Harbour Islands, Florida 33154, and the registered agent is HOWARD M. NEU, whose address is 1152 North University Drive, Pembroke Pines, Florida 33024.

### ARTICLE V

#### NAMES AND POST OFFICE ADDRESS OF SUBSCRIBERS

The name and post office address of each subscriber of this Certificate of Incorporation, and the number of shares of stock each agrees to take, are as follows:

ADAM BERSHAD      9381 Bay Drive, Surfside, FL 33154      1,000 shares

### ARTICLE VI

The following named persons shall be officers of this corporation for the first year of its existence, or until their successors are elected and have qualified:

ADAM BERSHAD      DIRECTOR, PRESIDENT, SECRETARY-TREASURER

### ARTICLE VII

The business of this corporation shall be conducted by its Board of Directors, the members of which shall be chosen at the annual meeting of the stockholders, and the following officers, shall be elected, to-wit: a President, Executive Vice President,

and a Secretary/Treasurer, together with such other officers, agent and/or factors as may be deemed necessary. Any and all of such officers may or may not be stockholders, and each shall hold office until his successor is chosen and duly qualified. All officers, agents and/or factors may or may not be Directors of the corporation, except for the President, who must be a Director.

#### ARTICLE VIII

The corporation reserves the right to amend, alter, change or revoke any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statutes and all rights conferred upon stockholders herein, are granted subject to this reservation.

We, the undersigned, being all of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation, to do business both within and without the State of Florida, do make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinabove set forth, and accordingly have hereunto set our hands and seals this 21<sup>st</sup> day of May, 1997.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this Certificate, this 21<sup>st</sup> day of May, 1997.

 (SEAL)  
ADAM BERSHAD

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

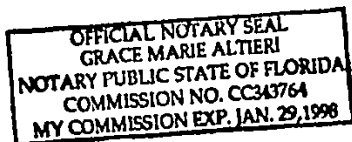
STATE OF FLORIDA     )  
                              )  
COUNTY OF DADE     )     SS.

97 JUN 12 PM 12:29

ON THIS DAY, personally appeared before me, a Notary Public of the State of Florida at Large, ADAM BERSHAD to me known to be the person described in and who signed the foregoing Certificate of Incorporation, and he acknowledged to and before me that he signed the same freely and voluntarily and for the uses and purposes therein expressed.

WITNESS my official hand and seal in Tampa,  
Hillsborough County, Florida, this 21<sup>st</sup> day of May, 1997.

My Commission Expires:



Grace Marie Altieri  
NOTARY PUBLIC

State of Florida at Large

B623-016-70-0830

ACCEPTANCE OF REGISTERED AGENT

I, Howard M. Neu, as resident agent for THE HOSPITALITY CONSULTING GROUP, INC., do hereby accept the designation.

Howard M. Neu  
HOWARD M. NEU  
1152 North University Drive  
Pembroke Pines, Florida 33024  
Telephone (954) 431-3990  
Facsimile (954) 431-5113