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(904)385-6761

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NAME: DAVID WILLIAMS HOTEL, INC. AUDIT NUMBER.....H97000010885 DOC  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

DAVID WILLIAMS HOTEL, INC.

The undersigned, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I  
NAME OF CORPORATION

The name of the corporation shall be

DAVID WILLIAMS HOTEL, INC.

ARTICLE II  
DURATION

This corporation is to have perpetual existence.

ARTICLE III  
NATURE OF BUSINESS

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV  
CAPITAL STOCK

The corporation is authorized to issue five hundred (500) shares all at One (\$1.00) Dollar par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

Prepared By:

Charles L. Neustein, Esquire  
Florida Bar No.: 112472  
420 Lincoln Road, Suite 600  
Miami Beach, Florida 33139  
Telephone No.: (305) 531-2545

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**ARTICLE V**  
**CORPORATE ADDRESS**

The initial street address in the State of Florida of the principal office of this corporation is as follows:

841 Collins Avenue  
Miami Beach, Florida 33139

**ARTICLE VI**  
**INITIAL REGISTERED AGENT**

The initial Registered Agent of this corporation is as follows:

ERIC HAMILTON GABRIEL

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have One (1) Director(s) initially. The number of Directors may be either increased or decreased from time to time by an amendment of the By-laws of the corporation in the manner provided by law, but shall never be less than one (1).

**NAME(S)**

ERIC HAMILTON GABRIEL

**ADDRESS(ES)**

841 Collins Avenue  
Miami Beach, Florida 33139

**ARTICLE VIII**  
**INCORPORATORS**

The name(s) and address(es) of the Incorporator(s) signing these Articles is/are:

**NAME(S)**

ERIC HAMILTON GABRIEL

**ADDRESS(ES)**

841 Collins Avenue  
Miami Beach, Florida 33139

ARTICLE IX  
AMENDMENT OF BY-LAWS

The power to adopt, alter, amend or appeal the By-Laws of this corporation shall be vested in the Board of Directors and shall be by majority vote.

ARTICLE X  
INDEMNIFICATION

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

ARTICLE XI  
INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII  
AMENDMENT OF ARTICLES

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.

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IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed these Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida.


  
ERIC HAMILTON GABRIEL

STATE OF FLORIDA     )  
                              )    ss  
COUNTY OF DADE     )

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgements, personally appeared ERIC HAMILTON GABRIEL, to me well known to be the person(s) described in and who executed the foregoing Articles of Incorporation, as incorporator(s) and acknowledged before me that he/she/they subscribed to said Articles of Incorporation, after having produced drivers license, as identification.

WITNESS my hand and seal this 1<sup>st</sup> day of July, 1997.

My Commission Expires:

  
NOTARY PUBLIC  
State of Florida at Large



EDNA DEL PINO  
My Commission 00070884  
Expires Jun. 08, 1998  
Bonded by H&J  
800-438-1888

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**REGISTERED AGENT CERTIFICATE**

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

FIRST - That DAVID WILLIAMS HOTEL, INC. desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, in the City of Miami Beach, County of Dade, State of Florida, has named ERIC HAMILTON GABRIEL, located at 841 Collins Avenue, Miami Beach, Florida 33139, as its registered agent to accept service of process.

**ACKNOWLEDGEMENT**

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.

  
ERIC HAMILTON GABRIEL

STATE OF FLORIDA     )  
                              ) ss  
COUNTY OF DADE     )

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgements, personally appeared ERIC HAMILTON GABRIEL to me well known to be the person

#970000/0885

H970000/0825

described in and who executed the Registered Agent Certificate,  
after having produced a drivers license as identification.

WITNESS my hand and seal on this 1<sup>st</sup> day of  
July, 1997.

My Commission Expires:

*Edna Delgado*

NOTARY PUBLIC

State of Florida at Large

L:\DWILLIAM.ART



EDNA DEL. FMO  
My Commission CC378886  
Expires JUN. 08, 1998  
Bonded by MAI  
800-432-1886

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