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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY G. RODRIGUEZ

Lnir

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: HOTELS & RESORTS INTERNATIONAL INC.

AUDIT NUMBER.....H97000012673

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
Hotels & Resorts International Inc.

### Article II. Address

The mailing address of the Corporation is:  
Hotels & Resorts International Inc.  
Bellehaven Executive Suites  
1133 Fourth Street, Suite 200  
Sarasota FL 34236

### Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
Paul S. Jarvis  
Bellehaven Executive Suites  
1133 Fourth Street, Suite 200  
Sarasota FL 34236

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:  
Paul S. Jarvis

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

American Incorporators, Ltd.  
1220 North Market Street, Suite 608  
Wilmington DE 19801  
302-421-5752

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value zero per share.


Article VI. Incorporator

The name and address of the incorporator is:  
Corporate Creations International Inc.  
401 Ocean Drive #312 (Door Code 125)  
Miami Beach FL 33139-6629

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on August 4, 1997.

The undersigned incorporator executed these Articles of Incorporation on August 4, 1997.



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CORPORATE CREATIONS INTERNATIONAL INC.

Luis A. Uriarte Vice President

American Incorporators, Ltd.  
1220 North Market Street, Suite 808  
Wilmington DE 19801  
302-421-5752

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

Hotels & Resorts International Inc.

**REGISTERED AGENT/OFFICE:**

Paul S. Jarvis  
Bellehaven Executive Suites  
1133 Fourth Street, Suite 200  
Sarasota FL 34236

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

*Paul S. Jarvis*

PAUL S. JARVIS

Date: August 6, 1997

American Incorporators, Ltd.  
1220 North Market Street, Suite 608  
Wilmington DE 19801  
800-421-6752

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