

P970000075960



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 515875 7113343

AUTHORIZATION :

Patricia Poyte

COST LIMIT : \$ 70.00

ORDER DATE : September 2, 1997

ORDER TIME : 3:23 PM

ORDER NO. : 515875-005

CUSTOMER NO: 7113343

300002283373--2

CUSTOMER: Laurence T. Lewitas, Esq
LAURENCE T. LEWITAS, ESQ

11th Floor
89 Fifth Avenue
New York, NY 10003

DOMESTIC FILING

NAME: DEZER ORLANDO HOTEL CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS:

FILED
97 SEP -2 AM 8:56
TALLAHASSEE, FLORIDA

RECEIVED
97 SEP -2 PM 4:23

SN SEP - 3 1997.

ARTICLES OF INCORPORATION

FILED
97 SEP -2 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I – NAME

The name of the Corporation shall be:

DEZER ORLANDO HOTEL CORP.

ARTICLE II – ADDRESS

The principal place of business and mailing address of the corporation shall be:

18401 Collins Avenue, Miami Beach, Florida 33160

ARTICLE III – SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Two Hundred (200)

ARTICLE IV – INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

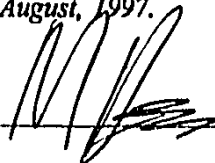
Michael Dezer, 18401 Collins Avenue, Miami Beach, Florida 33160; and

ARTICLE V – INCORPORATORS
(See Instructions for officers/directors)

The names and street addresses of the incorporators to these Articles of Incorporation are:

- a. Michael Dezer, 18401 Collins Avenue, Miami Beach, Florida 33160; and**
- b. Neomi Dezertsov, 18401 Collins Avenue, Miami Beach, Florida 33160.**

The undersigned incorporators have executed these Articles of Incorporation this 29th day of August, 1997.



MICHAEL DEZER



NEOMI DEZERTSOV


**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT
IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF
FLORIDA.**

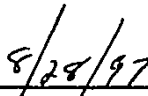
1. The name of the corporation is: **DEZER ORLANDO HOTEL CORP.**
2. The name and address of the registered agent and office is:

Michael Dezer
18401 Collins Avenue
Miami Beach, Florida 33160

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Signature)



(Date)

FILED
97 SEP -2 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA