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FILED



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 515875 7113343

AUTHORIZATION :

Patricia Poynt

COST LIMIT : \$ 70.00

ORDER DATE : September 2, 1997

ORDER TIME : 3:23 PM

ORDER NO. : 515875-005

CUSTOMER NO: 7113343

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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 sock 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:*

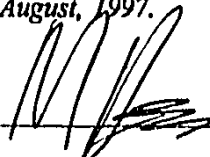
**Michael Dezer, 18401 Collins Avenue, Miami Beach, Florida 33160; and**

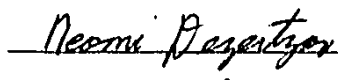
**ARTICLE V – INCORPORATORS**  
*(See Instructions for officers/directors)*

*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**

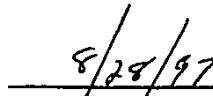
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE  
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT  
IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF  
FLORIDA.

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)

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