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AUTHORIZATION :

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ORDER DATE : September 8, 1997

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CUSTOMER NO: 81038A

CUSTOMER: Steven W. Macris, Esq  
STEVEN W. MACRIS, ESQ

609 S. Tamiami Trail  
Venice, FL 34285

DOMESTIC FILING

NAME: CUTLER BAYSIDE HOTEL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 SEP - 8 PM 12: 05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 SEP - 8 AM 10: 51  
DIVISION OF CORPORATION

SN SEP - 8 1997

8

ARTICLES OF INCORPORATION  
OF  
CUTLER BAYSIDE HOTEL, INC.

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FILED  
97 SEP -8 PM 12:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form this corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is CUTLER BAYSIDE HOTEL, INC.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The corporation's principal office shall be at c/o Madison Bank, 35388 US 19 North, Palm Harbor, Florida 34684-1900, and the corporation's mailing address shall be c/o Madison Bank, 35388 US 19 North, Palm Harbor, Florida 34684-1900.

ARTICLE III

NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five thousand (5,000) shares of common stock having a nominal or par value of One Dollar (\$1.00).

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is c/o Madison Bank, 35388 US 19 North, Palm Harbor, Florida 34684-1900, and the name of the initial registered agent of this corporation at that address is MELVIN S. CUTLER.

ARTICLE VII

DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTOR

The name and post office address of the member of the first Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
MELVIN S. CUTLER	c/o Madison Bank 35388 US 19 North Palm Harbor, FL 34684-1900

ARTICLE IX

SUBSCRIBER

The name and post office address of the subscriber to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
MELVIN S. CUTLER	c/o Madison Bank 35388 US 19 North

## ARTICLE X

### TRANSFERABILITY OF SHARES

Any and all of the stockholders of this corporation may from time to time enter into such agreements as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof; and thereafter any transfer of said shares shall be made in accordance with the terms of said agreement provided that before the actual transfer of said shares on the books of the corporation, written notice of such agreement shall be given to this corporation by filing a copy thereof with the secretary of this corporation, and a reference to such agreement shall be stamped, written or printed upon the certificate representing said shares, and the Bylaws of this corporation shall likewise include proper provisions for the making of such agreements as aforesaid.

## ARTICLE XI

### TRANSACTION WITH INTERESTED DIRECTORS OR OFFICERS

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm shall be in any way affected or invalidated by the fact that any of the directors or officers of this corporation are interested in such contract or transaction; provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of said Board at which such contract or transaction is authorized or confirmed; and provided, further, that any such directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize or confirm such contract or transaction with like force and effect as if he were not such director or

ARTICLE XII

REPLACEMENT OF STOCK CERTIFICATES

The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XIII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

  
x MELVIN S. CUTLER

STATE OF MASSACHUSETTS  
COUNTY OF Worcester

I HEREBY CERTIFY that on this day, before me, a duly authorized Notary Public, personally appeared MELVIN S. CUTLER to me known to be the person described as subscriber herein, who (is personally known to me) (produced as identification), who executed the foregoing, and he acknowledged before me that he subscribed to the said Articles of Incorporation.

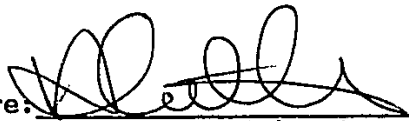
WITNESS my hand and official seal in the State and County aforesaid, this 2nd day of September, 1997.

Barbara A. Crosbie  
Barbara A. Crosbie  
(Typed, printed or stamped  
name of Notary Public)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST . . . That CUTLER BAYSIDE HOTEL, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at c/o Madison Bank, 35388 US 19 North, Palm Harbor, Florida 34684-1900 has named MELVIN S. CUTLER, c/o Madison Bank, 35388 US 19 North, Palm Harbor, Florida 34684-1900, as its agent to accept service of process within Florida.

Signature:   
(corporate officer)

Title: ✓ P255

Date: ✓ 9/2/97

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: 

Date: ✓ 9/2/97

97 SEP -8 1 PH12  
SECRETARY  
TALLAHASSEE, FL

FILED