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September 4, 1997

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

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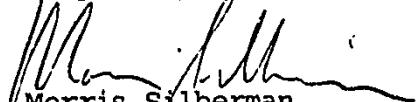
Re: HR Bayside Hotel, Inc.
and
HR Bayside Office, Inc.

Dear Sir/Madam:

Enclosed please find two sets of Articles of Incorporation, one for each of the above-named corporations, as well as separate checks for each in the amount of \$122.50. Please file the Articles of Incorporation and return file stamped copies to us, with the appropriate certificates.

If there are any questions, please do not hesitate to contact me. Thank you for your attention to this matter.

Very truly yours,


Morris Silberman

MS/ar
Enclosures

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97 SEP - 5 PH 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
FEB 26 1998

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ARTICLES OF INCORPORATION
OF
HR BAYSIDE HOTEL, INC.

97 SEP -5 PM 3:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, am a natural person competent to contract, do hereby engage and commit myself in and to the formation of a corporation under the laws of the State of Florida pursuant to the provisions of Chapter 607, Florida Statutes.

ARTICLE I

NAME

The name of this corporation shall be: HR BAYSIDE HOTEL, INC.

ARTICLE II

PURPOSES

The general nature of the business to be transacted by this corporation is:

To engage in every phase and aspect of business permitted by law.

To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments and to own real and personal property necessary or appropriate for the conduct of business by the corporation;

To do all and everything necessary and proper for the accomplishment of any of the objects or purposes enumerated in these Articles of Incorporation or any amendment thereto, or in the furtherance thereof or necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives for which this corporation is formed, and to have all of the powers conferred upon this corporation by the laws of the State of Florida or of any other state or country and not prohibited by the Florida Business Corporation Act.

The objects and purposes specified in the foregoing clauses of this Article, unless expressly limited, shall not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation, shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes, all as permitted by law.

ARTICLE III

CAPITAL STOCK

The authorized capital stock of this corporation shall consist of Fifteen Thousand (15,000) shares of common stock having a par value of \$1.00 per share. The shares of capital stock of the corporation shall be issued for such consideration as may be determined by the Board of Directors.

ARTICLE IV

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

TERM OF EXISTENCE

This corporation shall begin existence upon the filing of these Articles with the Secretary of State, State of Florida, and shall exist perpetually unless dissolved according to law.

ARTICLE VI

ADDRESS OF PRINCIPAL OFFICE

The street address of the principal office of this corporation in the State of Florida shall be 15201 Roosevelt Blvd., Suite 112, Clearwater, FL 33760. The Board of Directors may from time to time move the principal office to any other address in Florida and may establish branch and other offices within or without the State of Florida.

ARTICLE VII

NUMBER OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time as determined by the By-Laws, but shall never be less than one (1).

ARTICLE VIII
FIRST BOARD OF DIRECTORS

The names and street addresses of the members of the First Board of Directors who shall hold office until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Leslie A. Rubin	15201 Roosevelt Blvd. Suite 112 Clearwater, FL 33760
Rogers K. Haydon, Jr.	15201 Roosevelt Blvd. Suite 112 Clearwater, FL 33760

ARTICLE IX

SUBSCRIBERS

The name and street address of the Subscriber of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Leslie A. Rubin	15201 Roosevelt Blvd. Suite 112 Clearwater, FL 33760

ARTICLE X

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 15201 Roosevelt Blvd., Suite 112, Clearwater, FL 33760 and the name of the initial registered agent at such address is Rogers K. Haydon, Jr.

ARTICLE XI

TRANSACTIONS IN WHICH OFFICERS OR DIRECTORS ARE INTERESTED

No contract or other transaction between the corporation and any other corporation, association, person or firm, in the absence of fraud, shall be affected, invalid, void or voidable because one or more Directors or Officers of the corporation is or are interested in such contract or transaction as a Director or Officer of the other corporation or association or otherwise interested in

or individually or jointly a party to any contract or transaction of this corporation or in which this corporation is interested and no Director or Officer of this corporation shall incur any liability by reason of the fact that he is or may be interested in any such contract or transaction. A Director of the corporation may vote upon any such contract or other transaction of the corporation and may also vote upon any contract or other transaction between the corporation, and any subsidiary, controlled, affiliated or other corporation, association or firm without regard to the fact that he is also a Director or Officer of such subsidiary, controlled, affiliated or other corporation, association or firm, and the presence at any meeting of the Board of Directors of any such Director may be counted in order to determine the presence of a quorum.

ARTICLE XII

ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes, objects and powers hereinabove stated, the corporation shall have all and singular the following additional powers:

The corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the shareholders, or any agreement among said shareholders, or any agreement between the corporation and one or more of its shareholders, setting forth the terms and conditions of such purchase, provided, however, that the capital of this corporation shall not thereby be impaired.

The corporation shall have the power to enter into such plans for the benefit of its employees, as the Board of Directors may deem appropriate, including but not limited to one or more of the following:

- A. A pension plan,
- B. A profit sharing plan,
- C. A stock bonus plan,
- D. A thrift and savings plan,
- E. A stock option plan,
- F. Medical, disability or other health insurance plan or plans,
- G. Other retirement, death benefits or incentive compensation plan or plans.

ARTICLE XIII

INDEMNIFICATION

The corporation shall indemnify and insure its officers and directors, and any former officers and directors, to the fullest extent permitted by law, either now or hereafter.

ARTICLE XIV

AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original Subscriber to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 2nd day of Sept., 1997.

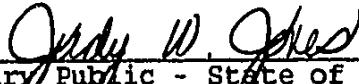


LESLIE A. RUBIN

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, the following named person, to wit: LESLIE A. RUBIN, personally known to me or who has produced the following form of identification: Personally Known and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same as his free and voluntary act and deed for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 2nd day of Sept., 1997.


Notary Public - State of Florida

My Commission Expires:



ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.


ROGERS K. HAYDON, JR.
15201 Roosevelt Blvd., Suite 112
Clearwater, FL 33760

Date: Sept. 2, 1997

FILED
97 SEP -5 PM 3:40
97 SEP -5 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA