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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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FAX #: (305)541-3770

NAME: HOLIDAY SHOWPLACE, INC.

AUDIT NUMBER.....H97000014849

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

CERT. OF STATUS..0

PAGES..... 5

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TALLAHASSEE, FLORIDA

B. McKnight SEP 09 1997

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ARTICLES OF INCORPORATION  
OF  
HOLIDAY SHOWPLACE, INC.

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ARTICLE I - NAME

The name of this corporation is Holiday Showplace, Inc.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	Common

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 prorata 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 - INITIAL REGISTERED  
OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

450 North Flark Road  
Suite 804  
Hollywood, Florida 33021

Ronald R. Fieldstone, Esq.  
**FIELDSTONE, LESTER & SHEAR**  
First Union Financial Center  
200 South Biscayne Blvd., Ste. 2100  
Miami, Florida 33131  
Florida Bar No. 180299

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(305) 982-1555

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and the name and address of the initial registered agent of this corporation is:

Name	Address
Ronald R. Fieldstone	200 S. Biscayne Boulevard Suite 2100 Miami, Florida 33131

#### ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name	Address
Ronald R. Fieldstone	200 S. Biscayne Boulevard Suite 2100 Miami, Florida 33131
Leo Goughan	450 North Park Road Suite 804 Hollywood, FL 33021

#### ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Name	Address
Ronald R. Fieldstone	c/o Fieldstone Lester & Shear 200 S. Biscayne Boulevard Suite 2100 Miami, Florida 33131

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#### ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

#### ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28<sup>th</sup> day of August, 1997.

  
\_\_\_\_\_  
Ronald R. Fieldstone  
Incorporator

STATE OF FLORIDA )  
                          ) SS.  
COUNTY OF DADE )

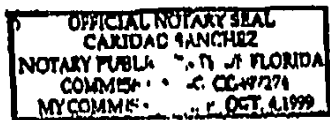
BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Ronald R. Fieldstone, who is known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 28<sup>th</sup> day of August, 1997.

  
\_\_\_\_\_  
Signature

CARIDAD SANCHEZ  
\_\_\_\_\_  
Print (Notary's Name)  
Notary Public, State of Florida

Notarial Seal:



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

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.


1. The name of the corporation is:

HOLIDAY SHOWPLACE, INC.

2. The name and address of the registered agent and office is:

Ronald R. Fieldstone  
200 S. Biscayne Boulevard  
Suite 2100  
Miami, Florida 33131

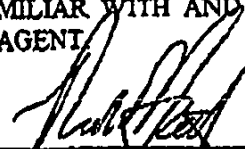
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
\_\_\_\_\_  
Ronald R. Fieldstone

Title: Incorporator

Date: Aug. 28<sup>th</sup>, 1997.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

  
\_\_\_\_\_  
Ronald R. Fieldstone

Date: Aug. 28<sup>th</sup>, 1997.

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