

P 97 0000 80885

WILLIAM F. SEITZ, P. A.

LAW OFFICES

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MEMBER OF THE NEW YORK
AND FLORIDA BAR

September 11, 1997

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

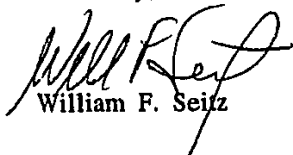
Dear Sir:

Enclosed please find for filing the original Articles of Incorporation of SHG HOTELS, INC., together with a check for \$70.00 payable to the Secretary of State for the filing fee.

Please contact the undersigned if anything additional is required.

Thank you.

Cordially,


William F. Seitz

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**ARTICLES OF INCORPORATION OF
SHG HOTELS, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be SHG HOTELS, INC. The principle place of business of this corporation shall be 1402 East Las Olas Blvd, Suite 117; Fort Lauderdale, Florida 33301.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1402 East Las Olas Blvd, Suite 117; Fort Lauderdale, Florida 33301 and the name of the initial registered agent of the corporation at that address is Anthony Allen Blair.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon 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 at the price at which it is offered to others.

ARTICLE VII. OFFICERS AND DIRECTORS

This corporation shall have four officers and four directors, initially. The name and street addresses of the initial officers and directors who shall hold

office for the first year of the corporation, or until their successors are elected or appointed are:

ANTHONY ALLEN BLAIR, President
1402 EAST LAS OLAS BLVD, SUITE 117
Ft. Laud., Fl. 33301

SUE ELLEN CONNOR, Vice-President
1402 EAST LAS OLAS BLVD, SUITE 117
Ft. Laud., Fl. 33301

Edna Luvena Boggs, Secretary
1402 EAST LAS OLAS BLVD, SUITE 117
Ft. Laud., Fl. 33301


Tammie Lynn Young, Treasurer
1402 EAST LAS OLAS BLVD, SUITE 117
Ft. Laud., Fl. 33301

ARTICLE VIII. SUBSCRIBER

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

William F. Seitz
800 S.E. 3rd Avenue
4th Floor
Ft. Laud., FL 33316

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 12th day of September, 1997.

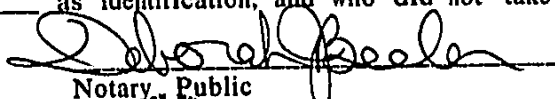


William F. Seitz

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 12th day of September, 1997, by William F. Seitz, who is personally known to me or who produced _____ as identification, and who did not take an oath.



Notary Public

My commission expires: _____



Deborah J. Beeler
My Commission CC966863
Expires December 8, 2000

I hereby accept my appointment as registered agent.

Anthony Allen Blair
Registered Agent