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TO: DIVISION OF CORPORATIONS

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FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)561-1025

FAX #:

NAME: OCEAN MANOR HOTEL MANAGEMENT CORP. AUDIT NUMBER.....H97000019810 DOC
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FILED
97 DEC 22 AM 8:41
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
OCEAN MANOR HOTEL MANAGEMENT CORP.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation, for such corporation:

I

NAME, PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The name of the corporation is OCEAN MANOR HOTEL MANAGEMENT CORP. The corporation's principal office and mailing address is:

241 Sevilla Avenue, Suite 805
Coral Gables, Florida 33134

II

DURATION

The period of its duration is perpetual.

III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

IV

CAPITAL STOCK

The corporation is authorized to issue 100 shares, all of one class, at \$1.00 par value.

V

INITIAL REGISTERED AGENT AND OFFICE

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

Roger S. Kobert, Esquire
241 Sevilla Avenue, Suite 805
Coral Gables, Florida 33134

PREPARED BY & TO BE RETURNED TO:

ROGER S. KOBERT, ESQ.
FLORIDA BAR NO. 0765295
ROGER S. KOBERT, P.A.
241 SEVILLA AVENUE, SUITE 805
CORAL GABLES, FL 33134
TEL. 305/446-0100

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VI

INITIAL DIRECTORS AND OFFICE

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an Amendment of the By-Laws of the corporation in a manner provided by law, but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

Joyce Katz
19370 Collins Ave.
Apt. 1116-C
North Miami Beach, FL 33160

David D. Katz
19370 Collins Ave.
Apt. 1116-C
North Miami Beach, FL 33160

VII

INCORPORATOR

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

Roger S. Kobert, Esquire
241 Sevilla Avenue, Suite 805
Coral Gables, Florida 33134

VIII

AMENDMENT OF ARTICLES

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

IX

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares of any class, kind, or series of stock in this corporation) that may from time to time be issued (whether or not presently authorized),

including shares from the treasury of the corporation, in the ratio to the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who did not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issues of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver, submitted by the shareholder to the corporation, within thirty (30) days of receipt of notice from the corporation.

X

DIRECTOR'S CONFLICT OF INTEREST

A

No contract of other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association, or other entity, in which one or more of its director, or directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of Directors or a committee thereof which approves such contracts or transactions, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership, or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors: or,

2. If such common directorship, officership, or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholder; or,

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a

committee, or the shareholders.

B

Common or interested directors may be counted in determining the presence of a quorum, at a meeting of the Board of Directors or of a committee which approves such contract or transactions.

XI

INDEMNITY

The corporation may be empowered to indemnify any officer or director, or any former officer or director in a manner set out and provided for, pursuant to provisions of Section 607.014, Florida Statutes, as amended.

XII

INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XIII

DIRECTOR'S AUTHORITY TO FIX COMPENSATION

Directors shall have the authority to fix the compensation unless otherwise provided in the Articles of Incorporation or the By-Laws.

XIV

MEETINGS BY CONFERENCE TELEPHONE

Members of the board of Directors may participate in special and regular meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law.

XV

AMENDMENT OF ARTICLES AND BY-LAWS

Power to adopt, alter, amend, or repeal the Articles of Incorporation and By-Laws of the corporation shall be vested in the

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Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 15th day of December, 1997.



ROGER S. KOBERT, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared ROGER S. KOBERT, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15th day of December, 1997.



NOTARY PUBLIC,
State of Florida at Large

My commission expires:
My commission number:



ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at 241 Sevilla Avenue, Florida 33134, I hereby agree to act in such a capacity and agree to comply with the provisions of § 48.091, Florida Statutes, relevant to keeping open said office.



ROGER S. KOBERT
Registered Agent

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TALLAHASSEE, FLORIDA

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