

P97000102660



ACCOUNT NO. : 072100000032

REFERENCE : 623818 4303929

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 131.25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 DEC -5 PM 1:44

FILED

ORDER DATE : December 5, 1997

ORDER TIME : 10:14 AM

ORDER NO. : 623818-035

CUSTOMER NO: 4303929

100002364071--6

CUSTOMER: Esther J. Forbes, Legal Asst  
GREENBERG TRAURIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
21st Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

DOMESTIC FILING

NAME: SWIRE LIMITED 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  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

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

RECEIVED  
97 DEC -5 AM 11:46  
DIVISION OF CORPORATION

12/5/97

**ARTICLES OF INCORPORATION  
OF  
SWIRE LIMITED HOTEL INC.**

**FILED**  
**97 DEC -5 PM 1: 44**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE I**

The name of the corporation is **SWIRE LIMITED HOTEL INC.** (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 501 Brickell Key Drive, Suite 600, Miami, Florida 33131.

**ARTICLE III**

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

<b><u>Number of Shares Authorized</u></b>	<b><u>Par Value Per Share</u></b>	<b><u>Class of Stock</u></b>
1,000	\$ 0.01	Common

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 501 Brickell Key Drive, Suite 600, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is Gregg E. Toland.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is

four, and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

J. Megan Kelly  
501 Brickell Key Drive, Suite 600  
Miami, Florida 33131

Keith G. Kerr  
501 Brickell Key Drive, Suite 600  
Miami, Florida 33131

Stephen L. Owens  
501 Brickell Key Drive, Suite 600  
Miami, Florida 33131

Gregg E. Toland  
501 Brickell Key Drive, Suite 600  
Miami, Florida 33131

#### **ARTICLE VII**

The name of the Incorporator is Gregg E. Toland and the address of the Incorporator is 501 Brickell Key Drive, Suite 600, Miami, Florida 33131.

#### **ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 4<sup>th</sup> day of December, 1997.

  
\_\_\_\_\_  
Gregg E. Toland

#### **ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of SWIRE LIMITED HOTEL INC. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

  
\_\_\_\_\_  
Gregg E. Toland

Dated: December 4<sup>th</sup>, 1997

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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