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'O: DIVISION OF CORPORATIONS FAX #: (850)922-4001

'ROM: FAS-T CORP. AGENTS, INC. ACCT#: 071001002335
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839 FAX #: (305)716-0346

IAME: A & S HOSPITALITY INTERNATIONAL INC.
AUDIT NUMBER......H98000000341
DOC TYPE..........FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION
OF
A & S HOSPITALITY INTERNATIONAL INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be: A & S HOSPITALITY INTERNATIONAL INC.

The principal place of business of this corporation shall be:

1801 Pine Island Road Plantation, Florida 33322

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all 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 aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 500 Shares at $1.00 Per Share

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

PRESIDENT: Lyn Pierce 1440 79th St. Causeway, Ste. 301
North Bay Village, Fl 33141

Prepared by: Pierce & Company, CPA, PA
1440 John F. Kennedy Cswy, #301
North Bay Village, Fl 33141
(305) 861-2766

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ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

LYN PIERCE 1440 79th STREET CAUSEWAY #301
NORTH BAY VILLAGE, FL. 33141

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this SIXTH day of JANUARY, 1998.

Signature(s) of Incorporator(s)

Lyn Pierce

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

A & S HOSPITALITY INTERNATIONAL INC.

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

PIERCE & COMPANY CPA'S P.A. 1440 79th St. Causeway SUITE #301

(P.O. BOX NOT ACCEPTABLE)

NORTH BAY VILLAGE FL. 33141

(CITY/STATE/ZIP)

SIGNATURE Lyn Pierce

TITLE President

DATE 1/6/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE Clifford Pierce CPA PRESIDENT

DATE 1/6/98

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