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1/30/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: INTERNATIONAL HOSPITALITY MANAGEMENT, INC.

AUDIT NUMBER.....H98000002052

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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TALLAHASSEE FLORIDA

B. McKnight JAN 30 1998

ARTICLES OF INCORPORATION
OF
INTERNATIONAL HOSPITALITY MANAGEMENT, INC.

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

ARTICLE I NAME

The name of the corporation shall be:-

INTERNATIONAL HOSPITALITY MANAGEMENT, INC.

The principal place of business of this corporation shall be:-

**9150 S W 87 AVENUE, STE. 201
MIAMI FL 33176**

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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 with a par value of \$1.00 per share.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The Name and street address of the initial officer who shall hold office the first year of the corporation's existence or until their successor is elected, is:

**KARL FRIEDRICH
9150 SW 87 AVENUE, STE. 201**

Prepared By: GILLIAN LORD BREAKSPEARE
9150 SW 87th AVE., SUITE#201
MIAMI, FL 33176 (305)274-5811

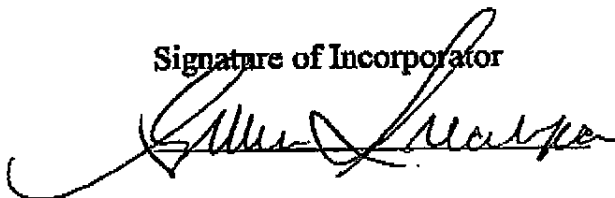
ARTICLE VI INCORPORATOR(S)

The name and street address of the incorporator to these articles of incorporation is:

GILLIAN LORD BREAKSPEARE, PA.
9150 SW 87 AVENUE, #201
MIAMI FL 33176

IN WITNESS WHEREOF, the undersigned incorporator, has executed these
Articles of Incorporation this 29 day of JANUARY, 1998.

Signature of Incorporator



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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:

INTERNATIONAL HOSPITALITY MANAGEMENT, INC.

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

GILLIAN LORD BREAKSPEARE
9150 SW 87 AVENUE, STE 201

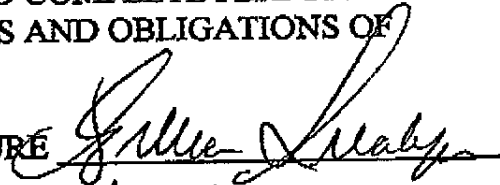
(P.O.BOX NOT ACCEPTABLE)

MIAMI FLORIDA 33176

(CITY/STATE/ZIP)

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



DATE

1/29/98