

P 98 0000 10476

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HOLLYWOOD, FLORIDA 33020

JOSEPH J. HUSS
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ANITA PAOLI
SAMUEL A. LEWIS
AUGUST C. PAOLI
DAVID S. ROMANIK
* ALSO ADMITTED IN NY & CT

PLEASE REPLY TO:
POST OFFICE BOX 1040
HOLLYWOOD, FLORIDA 33022
TELEPHONE (954) 922-4656
TELEFAX (954) 925-2856
EMAIL RHPI@RHPI.COM
HTTP: //WWW.RHPI.COM

January 28, 1998

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

EFFECTIVE DATE
1-28-98

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****122.50 ****122.50

Re: ADVENTURE SUITES, INC.

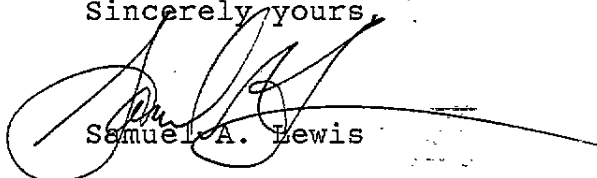
Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-named corporation and a check in the amount of \$122.50 made payable to the Secretary of State. The check represents:

\$ 35.00	Filing Fee
35.00	Registered Agent Designation
<u>52.50</u>	Certified Copy of Articles
\$122.50	TOTAL

I would appreciate your taking the steps necessary to have this corporation filed in the State of Florida and returning a certified copy of the Articles of Incorporation to the undersigned in the enclosed return envelope.

Sincerely yours,


Samuel A. Lewis

SAL/jds
Enclosures
sal/buck/7

FILED
JAN 30 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSER FEB 3 1998

**ARTICLES OF INCORPORATION
OF
ADVENTURE SUITES, INC.**

FILED
98 JAN 30 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and files the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

EFFECTIVE DATE
1-28-98

ARTICLE I -- NAME

The name of the corporation is ADVENTURE SUITES, INC.

ARTICLE II -- PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III -- CAPITAL STOCK

This corporation is authorized to issue 500 shares of no par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV -- TERM

This corporation shall commence its existence on January 28, 1998, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V -- VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI -- PREEMPTIVE RIGHTS

Every shareholder, upon the 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 (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII -- PRINCIPAL OFFICE; INITIAL REGISTERED OFFICE AND AGENT; MAILING ADDRESS

The street address of the principal office and the initial registered office of this corporation is 905 West 19th Street, Hialeah, Florida 33010 and the initial registered agent of this corporation is Samuel A. Lewis, 1901 Harrison Street, Hollywood, Florida 33020. The mailing address for this corporation is 905 West 19th Street, Hialeah, Florida 33010.

ARTICLE VIII -- INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased by a unanimous vote of the shareholders of the corporation, but in no event shall there be more than ten (10) directors. The name and addresses of the initial directors of this corporation are:

Evan Buck

905 West 19th Street, Hialeah, Florida 33010

The initial officers of this corporation will be:

President/Treasurer/Secretary

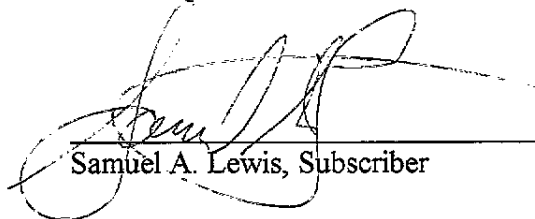
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Evan Buck

Officers shall be elected from time to time in the manner set forth in the By-Laws of this corporation.

shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of January, 1998.

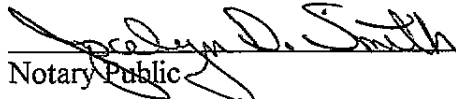


Samuel A. Lewis, Subscriber

STATE OF FLORIDA)
)
COUNTY OF BROWARD)


BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared SAMUEL A. LEWIS, who is known to me, and who did take an oath, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 28th day of January, 1998.



Notary Public

My commission expires:

 JOCELYN D. SMITH
My Comm Exp. 11/14/2000
Bonded By Service Ins
No. CC601610
[] Personally Known [] Other I.D.

ARTICLE IX -- INCORPORATOR

The name and address of the person signing these articles is: Samuel A. Lewis, 1901 Harrison Street, Hollywood, Florida 33020.

ARTICLE X -- INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XI -- POSSIBLE CONFLICTS

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such officer or director of such other corporation, or not so interested.

ARTICLE XII -- CORPORATE DEBTS

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted compliance with said Act:

First--That ADVENTURE SUITES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at 905 West 19th Street, Hialeah, Florida 33010, has named **Samuel A. Lewis, located at 1901 Harrison Street, Hollywood, Florida 33020**, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: 

Samuel A. Lewis, Resident Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN 30 AM 8:44

FILED