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FLORIDA DIVISION OF CORPORATIONS
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FROM: BILZIN SUMBERG DUNN & AXELROD LLP
075350000132

ACCT#:

CONTACT: KENDALL SPARKMAN

PHONE: (305) 374-7580

(305) 350-2446

EFFECTIVE DATE
1-30-98

FAX #:

NAME: JEB HOTEL MANAGEMENT, INC.

AUDIT NUMBER.....H98000002349

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF
JEB HOTEL MANAGEMENT, INC.

EFFECTIVE DATE
1-30-98

ARTICLE I -- NAME

The name of this corporation is JEB HOTEL MANAGEMENT, INC.

ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation are:

2000 South Dixie Highway, Suite 100
Miami, Florida 33133.

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV -- CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

2665 South Bayshore Drive, Penthouse IIA
Miami, Florida 33133;

and the name and address of the initial registered agent of this corporation are:

<u>Name</u>	<u>Address</u>
Ezra Katz	2665 South Bayshore Drive, Penthouse IIA Miami, Florida 33133.

This instrument prepared by:
Brian L. Bilzin, Esquire
Florida Bar No. 244252
BILZIN SUMBERG DUNN & AXELROD LLP
2500 First Union Financial Center
Miami, Florida 33131-2336
Telephone: 305-374-7580

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ARTICLE VI -- COMMENCEMENT

This corporation shall commence as of 12:01 A.M., January 30, 1998.

ARTICLE VII -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of three (3) persons. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than one. The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Ezra Katz	2665 South Bayshore Drive, Penthouse IIA Miami, Florida 33133
Boaz A. Ashbel	2000 South Dixie Highway, Suite 100 Miami, Florida 33133
Joseph Marin	3031 North 34th Street Hollywood, Florida 33021.

ARTICLE VIII -- INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

<u>Name</u>	<u>Address</u>
Ezra Katz	2665 South Bayshore Drive, Penthouse IIA Miami, Florida 33133.

ARTICLE IX -- BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.


ARTICLE X -- INDEMNIFICATION

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

ARTICLE XI -- AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein as of the 30th day of January, 1998.



Ezra Katz, Incorporator and Registered Agent

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