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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: HOTELIER INTERNATIONAL, INC.

AUDIT NUMBER.....H98000003180

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

CERT. OF STATUS..0

PAGES..... 4

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

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CERTIFICATE OF INCORPORATION  
OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HOTELIER INTERNATIONAL, INC.

I, the undersigned, KAREN M. CASSEL, hereby subscribe, acknowledge and file in the office of the Secretary of State of Florida, for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida, this Certificate of Incorporation as by law for this purpose provided.

ARTICLE I - NAME

The name of this corporation shall be:

HOTELIER INTERNATIONAL, INC.

ARTICLE II - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: one hundred shares of common stock, each share to be one dollar par value.

ARTICLE IV - ISSUE OF CAPITAL STOCK

Shares of capital stock of this corporation shall be issued initially

Prepared by: Karen M. Cassel  
555 N.E. 15 St., Apt. 180  
Miami, FL 33132  
(305) 530-3555

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to the following person in the amount set opposite her name

KAREN M. CASSEL      100 shares

Shares held by the initial shareholder mentioned above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is one hundred dollars.

ARTICLE VI - DURATION

This corporation shall have perpetual existence unless sooner dissolved in the way and manner provided by law.

ARTICLE VII - RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holder or holders of record of the common shares shall receive a ratable distribution of the assets of the corporation.

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in

the Board of Directors and the shareholders.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time as provided for by the bylaws, but shall never be less than one. The name, positions and address of the initial director of this corporation are:

KAREN M. CASSEL, President, Treasurer and Secretary, 555 N.E. 15 Street, Apt. 18C, Miami, Florida 33132.

She shall hold office subject to the laws of the State of Florida, this Certificate of Incorporation and the bylaws of the corporation for the first year of the corporation's existence, or until her successors in office shall have been duly elected and qualified.

ARTICLE X - LOCATION

The street address of the initial principal office of this corporation is: 555 N.E. 15 Street, Apt. 18C, Miami, Florida 33132.

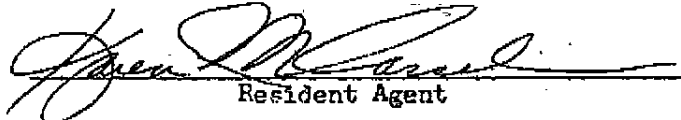
ARTICLE XI - RESIDENT AGENT

The designated resident agent is KAREN M. CASSEL, whose office is located at: 555 N.E. 15 Street, Apt. 18C, Miami, County of Dade, State of Florida.

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept

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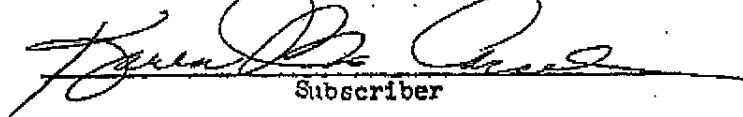
to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
Resident Agent

ARTICLE XII - SUBSCRIBER

The name and address of the subscriber to the Certificate of Incorporation are: KAREN M. CASSEL, 555 N.E. 15 St., Apt. 18C, Miami, Florida 33132.

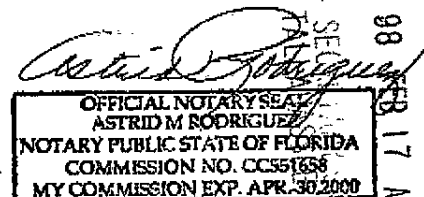
In witness whereof, the undersigned subscriber have executed these Articles of Incorporation this 13<sup>th</sup> day of FEBRUARY of 1998.

  
Subscriber

STATE OF FLORIDA     )  
COUNTY OF DADE     )     SS

Before me, the undersigned authority, personally appeared KAREN M. CASSEL, to me known to be the person described herein and who executed the foregoing Certificate of Incorporation, and being by me first duly sworn, upon her oath deposes and says that she acknowledged that she signed and executed the above Certificate of Incorporation for the purposes therein set forth.

Witness my hand and official seal at Coral Gables, County of Dade, Florida, this 13<sup>th</sup> day of FEBRUARY of 1998.



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