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February 19, 1998

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

700002438307--0
-02/23/98-01130-010
*****70.00 *****70.00

Re: South Beach Hospitality, Inc.
Our File No. 13538

Gentlemen:

Enclosed please find original of Articles of Incorporation for the above named corporation, together with our check in the amount of \$70.00 representing filing fee and fee for registered agent designation. We do not require a certified copy of the Articles.

Please advise as soon as the Articles are filed.

Thank you for your usual assistance and cooperation.

Cordially yours,

CYPEN & CYPEN


Myles G. Cypen
For the Firm

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 FEB 23 PM 2:19

MGC/arc
Enclosures

D. BROWN FEB 24 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 23 PM 2:19

ARTICLES OF INCORPORATION
OF
SOUTH BEACH HOSPITALITY, INC.

The undersigned incorporator, in order to form a corporation under and pursuant to the laws of the State of Florida, hereby subscribes to these Articles of Incorporation.

ARTICLE I.

The name of the corporation shall be **SOUTH BEACH HOSPITALITY, INC.**

ARTICLE II.

The initial street and mailing address of the principal office of the corporation is: **618 Euclid Avenue, Unit 301, Miami Beach, Florida 33139.**

ARTICLE III.

The general nature of the business to be transacted by the corporation may be any activity or business permitted under the laws of the United States, the State of Florida, or any other state, nation or territory.

ARTICLE IV.

The maximum number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time is 100 shares of common stock.

ARTICLE V.

Each shareholder shall have one vote for each share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law or by these Articles of Incorporation, all matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. No shareholder shall be entitled to cumulate votes in voting for the election of directors.

ARTICLE VI.

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any new or additional issue of stock of any class whatsoever or securities convertible into or evidencing the right to purchase stock of any class whatsoever, or any portion thereof, whether now or hereafter authorized, regardless of the consideration therefor.

ARTICLE VII.

The stockholders of the corporation may enter into stockholders' agreements between themselves, which shall be binding upon the corporation until such time as there is filed with the President and Secretary of the corporation a written instrument signed by the original parties to such agreements, or their lawful successors, consenting to the revocation, cancellation and/or amendment of such agreements.

ARTICLE VIII.

The corporation shall indemnify to the fullest extent permitted by law any person who has been made, or is threatened to be made, a party to any action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that the person is or was a director or officer of the corporation. Such indemnification shall include payment or reimbursement for expenses incurred by such person in advance of the final disposition of the action, suit or proceeding, as permitted by law.

ARTICLE IX.

The initial board of directors shall consist of two (2) directors whose name and street address is: Gary Binette, 618 Euclid Avenue, Unit 301, Miami Beach, Florida 33139 and Lionel Boucher, 618 Euclid Avenue, Unit 301, Miami Beach, Florida 33139.

ARTICLE X.

The name and street address of the first President and Secretary of the corporation is: Lionel Boucher, President, 618 Euclid Avenue, Unit 301, Miami Beach, Florida 33139 and Gary Binette, Secretary, 618 Euclid Avenue, Unit 301, Miami Beach, Florida 33139.

ARTICLE XI.

The name and street address of the person signing these Articles of Incorporation as incorporator is: Myles G. Cypen, Esquire, 825 Arthur Godfrey Road, Miami Beach, Florida 33140.

ARTICLE XII.

The initial registered agent of the corporation is Myles G. Cypen, Esquire. The street address of the initial registered office of the corporation is: 825 Arthur Godfrey Road, Miami Beach, Florida 33140.

ARTICLE XIII.

The board of directors may, by resolution, designate one or more of its number to constitute an executive committee, who, to the extent provided in such resolution or bylaws of the corporation, shall have and may exercise all the powers of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator to these Articles of Incorporation has hereunto set his hand and seal this 19 day of February, 1998.



MYLES G. CYPEN, Incorporator

IN WITNESS WHEREOF, the undersigned hereby accepts the appointment as registered agent for the corporation and agrees to

act in this capacity in compliance with all applicable statutes.
I am familiar with and accept the duties and obligations of
registered agent.

Myles G. Cypen
MYLES G. CYPEN, Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 23 PM 2:20

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

BE IT REMEMBERED, that on this day personally appeared before
the undersigned Notary Public, in and for the State of Florida at
Large, MYLES G. CYPEN, Incorporator and Registered Agent to the
foregoing Articles of Incorporation, to me personally known to be
such, and upon oath acknowledged the said Articles to be the act
and deed of the signer and that the facts therein set forth are
true.

WITNESS my hand and official seal at Dade County, Florida,
this 19th day of February, 1998.

Annette R. Catalfamo
Notary Public

Annette R. Catalfamo
Printed Name of Notary Public

My commission expires:

OFFICIAL NOTARY SEAL
ANNETTE R. CATALFAMO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC365647
MY COMMISSION EXP. MAY 6, 1998