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**R&A**

R&A HOTELS, INC.

450 East Las Olas Blvd • Suite 700 • Ft Lauderdale, FL 33301

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
98 MAR 30 PM 2:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
RAHN DEVELOPMENT II, INC.**

**FILED**  
**98 MAR 30 PM 2: 27**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned, acting as incorporator of RAHN DEVELOPMENT II, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation is: RAHN DEVELOPMENT II, INC.

**ARTICLE II. ADDRESS**

The mailing address of the corporation is: 450 E. Las Olas Boulevard, Suite 700, Fort Lauderdale, Florida 33301.

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence at 12:01 A.M. on the date of filing of these Articles of Incorporation.

**ARTICLE IV. PURPOSE**

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

**ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 450 E. Las Olas Boulevard, Suite 700, Fort Lauderdale, Florida 33301, and the name of the corporation's initial registered agent at that address is Carol J. Gardina.

**ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The corporation shall have one director initially. The number of directors may be either

increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

Name

Address

John H. Anderson

450 E. Las Olas Boulevard, Suite 700  
Fort Lauderdale, Florida 33301

**ARTICLE VIII. INCORPORATOR**

The name and street address of the incorporator is:

Name

Address

Carol J. Gardina

450 E. Las Olas Boulevard, Suite 700  
Fort Lauderdale, Florida 33301

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

**ARTICLE IX. BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 27 day of March, 1998.

  
Carol J. Gardina

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That RAHN DEVELOPMENT II, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 450 E. Las Olas Boulevard, Suite 700, Fort Lauderdale, Florida 33301, has named Carol J. Gardina, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

  
Carol J. Gardina

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TALLAHASSEE, FLORIDA