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April 22, 1998

LAWRENCE J. MEYER

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FILED
98 APR 27 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

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-04/27/98-01198-023
****122.50 ****122.50

RE: SOLITAIRE HOLDINGS, INC.

Gentlemen:

Relative to the above, enclosed please find original and one copy of Articles of Incorporation, together with our trust account check payable to your order in the sum of \$ 122.50.

Kindly issue the Charter and forward same to this office at your earliest convenience.

Thank you for your kind cooperation.

Respectfully yours,


LAWRENCE J. MEYER

LJM:jr
Encs.

F. CHESSEN APR 28 1998

ARTICLES OF INCORPORATION
OF
SOLITAIRE HOLDINGS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby associate myself for the purpose of becoming and forming a body corporation under the laws of the State of Florida, under and by virtue of the following Articles of Incorporation.

ARTICLE I.

The name of this corporation shall be SOLITAIRE HOLDINGS, INC.

ARTICLE II.

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do, viz:

A. To engage generally in the motel business and related businesses; to buy, sell, and acquire buildings for motel purposes and to plan, design and construct buildings for said motel purposes.

B. To operate, conduct, and carry on the motel business for the accommodations necessary or desirable to accomplish such purposes; to conduct and carry on the business of providing meals and food for the general public, and buying and selling any and all other things necessary or desirable in connection with the operation of a motel business; and to undertake and carry on any business transaction or operation commonly undertaken or carried on by

motel operators and generally to institute, enter into, assist, promote, and participate in any such business or operation.

C. To engage in the dispensing of food and alcoholic beverages, operating as a restaurant and as a cocktail lounge, and generally to do and perform everything necessary for carrying out the aforesaid purposes. To prepare and serve all food, beverages, alcoholic or non-alcoholic, and other preparations and refreshments of all kinds.

D. To exercise any power and authority which may be done by a private corporation organized and existing under and by virtue of Chapter 607, Florida Statutes, it being the intention that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes.

ARTICLE III.

The amount of capital with which this corporation will begin business is not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE IV.

The maximum number of shares of the capital stock which this corporation shall be authorized to have outstanding at any time is ten thousand (10,000) shares of common stock having a \$1.00 par value.

ARTICLE V.

The existence of this corporation shall be perpetual.

ARTICLE VI.

The street address of the initial registered/principal office of this corporation shall be located at 1822 Harding

Street, Hollywood, Florida 33020, and the name of the initial registered agent of this corporation in said registered/ principal office is R. SAMANTHA F. EVERLY.

ARTICLE VII.

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
R. SAMANTHA F. EVERLY	1822 Harding Street Hollywood, Florida 33020

ARTICLE VIII.

The name and address of the officer who shall hold office for the first year of the corporation's existence, or until her successor is elected and has qualified, and the office she holds are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
R. SAMANTHA F. EVERLY	President/Secretary	1822 Harding Street Hollywood, Florida 33020

ARTICLE IX.

The name and address of the subscriber to these Articles of Incorporation and a statement of the number of shares which she agrees to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
R. SAMANTHA F. EVERLY	1822 Harding Street Hollywood, Florida 33020	500

ARTICLE X.

The By-Laws of this corporation may provide that less

than a majority of the Board of Directors shall constitute a quorum for the transaction of business.

IN WITNESS WHEREOF, I, the undersigned, have made, subscribed and acknowledged these Articles of Incorporation this 22nd day of April, 1998.

 (SEAL)
R. SAMANTHA F. EVERLY

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

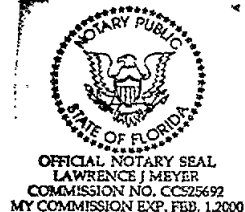
BEFORE ME, the undersigned authority, personally appeared R. SAMANTHA F. EVERLY, who is personally known to me or who produced N/A as identification, and who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me, according to law, that she made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 22nd day of April, 1998.


NOTARY PUBLIC
State of Florida at Large

LAWRENCE J MEYER

My commission expires:



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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That SOLITAIRE HOLDINGS, INC.

desiring to organize or qualify under the Laws of the State of Florida,

with its principal place of business at City of Hollywood

_____, State of _____ Florida

has named R. SAMANTHA F. EVERLY

located at 1822 Harding Street

City of Hollywood, State of Florida, as its

agent to accept service of process within Florida.

SIGNATURE

(Corporate Officer)

R. SAMANTHA F. EVERLY

TITLE

President

DATE _____

April 22, 1998

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE

R. SAMANTHA F. EVERLY

DATE _____

April 22, 1998