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SECRETARY OF STATE  
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C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

800002607068--2  
-08/04/98--01067--026  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

SHG-VIII SUB, INC.

☒ Profit Articles

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☒ Certified Copy

☐ Call When Ready

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☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

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P. Hall

AUG - 4 1998

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DIVISION OF CORPORATION  
THANKS !

CR2E031 (1-89)

**ARTICLES OF INCORPORATION  
OF  
SHG-VIII SUB, INC.**

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ARTICLE I-NAME AND ADDRESS

The name of this corporation is **SHG-VIII SUB, INC.** (the "Corporation"). The address of the principal office and the mailing address of the Corporation is c/o Servico, Inc., 1601 Belvedere Road, West Palm Beach, Florida 33406.

ARTICLE II-PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III-CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgement of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV-INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

Name

Address

Andrea Fisher

2200 Museum Tower  
150 West Flagler Street  
Miami, Florida 33130

ARTICLE V-COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI-INCORPORATOR

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

Name

Address

Andrea Fisher

2200 Museum Tower  
150 West Flagler Street  
Miami, Florida 33130

ARTICLE VII-BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

ARTICLE VIII-INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE IX-DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of one person. The number of directors may be increased and thereafter either increase or decrease from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The name and address of the sole member of the initial Board of Directors of the Corporation is:

Name

David A. Buddemeyer


Address

1601 Belvedere Road  
West Palm Beach, Florida 33406

ARTICLE X-AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 3<sup>rd</sup> day of August, 1998.

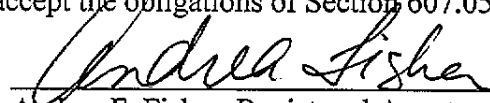
  
Andrea F. Fisher, Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.

  
Andrea F. Fisher, Registered Agent

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