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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 022889 7144656

AUTHORIZATION : *Patricia Pujut*

COST LIMIT : \$ 78.75

ORDER DATE : November 5, 1998

ORDER TIME : 3:45 PM

ORDER NO. : 022889-005

300002691043--7

CUSTOMER NO: 7144656

CUSTOMER: Ms. Cheryl D. James
CADDEN, FULLER & BURKHALTER
CADDEN, FULLER & BURKHALTER
2010 Main Street
Ste 960
Irvine, CA 92614

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98 NOV 18 PM 4:16
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: THE CARLTON CAPE CORAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: *gn 11/19/98*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 18 AM 10:47

EFFECTIVE DATE

11/16/98

ARTICLES OF INCORPORATION
OF

THE CARLTON CAPE CORAL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 18 AM 10:47

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation (hereinafter called the "Corporation") is: THE CARLTON CAPE CORAL, INC.

SECOND: The street address, wherever located, of the principal office of the Corporation is: 224 Santa Barbara Boulevard, Cape Coral, Florida 33991

THIRD: The number of shares that the corporation is authorized to issue is 1,000, all of which are of a par value of \$1.00 dollar each and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

ADDRESS

Keith C. Davis

Cadden, Fuller & Burkhalter LLP
2010 Main Street, Suite 960
Irvine, California 92614

SIXTH: The purposes for which the Corporation is organized, which shall include the authority of the Corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

NINTH: The corporate existence of the corporation shall begin on November 16, 1998.

Signed on November 17, 1998


Keith C. Davis, Incorporator

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Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

CORPORATION SERVICE COMPANY

By: Laura R. Durling, ITS AGENT
[Name], [Title]

Date: 11-18-98