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CONTACT: LISA A LANIUS
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NAME: FIRST CAPITAL HOSPITALITY FINANCIAL GROUP, INC.

AUDIT NUMBER.....H98000021707

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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**ARTICLES OF INCORPORATION
OF
FIRST CAPITAL HOSPITALITY FINANCIAL GROUP, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

First Capital Hospitality Financial Group, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 1221 Brickell Avenue, 9th Floor, Miami, Florida 33131.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, par value \$.01 per share.

Prepared by: Dan P. Heller, Esq., FL Bar #472220
Ruden, McClosky, Smith, Schuster & Russell, P.A.
701 Brickell Avenue, Suite 1900
Miami, Florida 33131
(305) 789-2700,

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ARTICLE IV

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 701 Brickell Avenue, Suite 1900, Miami, Florida 33131 and the initial registered agent of this Corporation at that address shall be Dan P. Heller, Esq.


ARTICLE V

INCORPORATOR

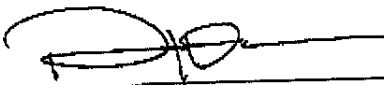
The name and street address of the persons signing these Articles of Incorporation is:

Dan P. Heller, Esq.
c/o Ruden, McClosky, Smith, Schuster & Russell, P.A.
701 Brickell Avenue, Suite 1900
Miami, Florida 33131

IN WITNESS WHEREOF, we have hereunto subscribed our hands and seals this 18 day of November, 1998.


Dan P. Heller, Esq.
Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.


Dan P. Heller, Esq.
Registered Agent

Prepared by: Dan P. Heller, Esq., FL Bar #472220
Ruden, McClosky, Smith, Schuster & Russell, P.A.
701 Brickell Avenue, Suite 1900
Miami, Florida 33131
(305) 789-2700.

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