

ACCOUNT NO. : 072100000032

REFERENCE : 117557 4379232

AUTHORIZATION

ORDER DATE: January 29, 1999

ORDER TIME : 2:38 PM

ORDER NO. : 117557-005

CUSTOMER NO: 4379232

CUSTOMER: Ms. Shaheeda B. Da Silva

ATLANTIC GULF COMMUNITIES ATLANTIC GULF COMMUNITIES

9th Floor

2601 South Bayshore Drive

Miami, FL 33133

DOMESTIC FILING

NAME:

HOTEL Q SOFTWARE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION _ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

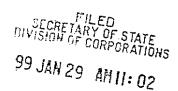
XX CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION OF HOTEL Q SOFTWARE, INC.



ARTICLE I: NAME AND ADDRESS OF CORPORATION

The name of this corporation is HOTEL Q SOFTWARE, INC., a Florida corporation. The address of the initial principal office is:

19710 S.W. 87 Place Miami, Florida 33157

ARTICLE II: DURATION

The duration of this corporation is perpetual.

ARTICLE III: PURPOSE

The purpose of this corporation is to engage in any and all activities and businesses permitted under the laws of the United States and the State of Florida.

ARTICLE IV: CAPITALIZATION

The aggregate number of shares which this corporation is authorized to issue is 1,000 shares. Such shares shall be of a single class and shall have a par value of one dollar (\$1.00) per share.

ARTICLE V: REGISTERED OFFICE AND AGENT

The registered agent and street address of the registered office of this corporation is:

Gerald Gonsavles 19710 S.W. 87 Place Miami, Florida 33157

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the shareholders, but in no case shall the number of directors be less than two or more than seven. The following persons constitute the initial directors of the corporation who shall serve in that capacity until such director's successor is duly elected and has qualified or such director's death, resignation or removal:

Gerald Gonsalves Aubrey Woon-A-Tai

Marcia H. Langley, Esq. c/o Atlantic Gulf Communities Corporation 2601 South Bayshore Drive, Suite 900 Miami, Florida 33133 305-859-4765 Florida Bar No. 502057

ARTICLE VII: INITIAL OFFICERS

The following persons constitute the initial officers of the corporation, who shall serve in that capacity until such officer's successor is duly elected and has qualified or such officer's death, resignation or removal:

PERSON NAME

President Vice President & Secretary

Gerald Gonsalves Aubrey Woon-A-Tai

ARTICLE VIII: INCORPORATOR

The name and street address of the Incorporator is:

Gerald Gonsalves 19710 S.W. 87 Place Miami, Florida 33157

ARTICLE IX: BY-LAWS

The board of directors shall adopt by-laws for the corporation. The by-laws may be amended or repealed by the shareholders or directors in any manner permitted by the by-laws.

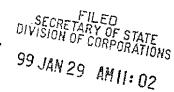
ARTICLE X: AMENDMENT

The shareholders or the directors may amend these Articles of Incorporation in any manner now or hereafter provided for under the Florida Business Corporation Act.

IN WITNESS WHEREOF, the Incorporator has executed this instrument as of January 27, 1999.

Geráld Gonsalves

Incorporator



CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Section 607.0501 of the Florida Business Corporation Act, HOTEL Q SOFTWARE, INC., desiring to organize as a corporation under the laws of the State of Florida, submits the following statements in designating its registered office and registered agent in the State of Florida:

- 1. The name of the corporation be: HOTEL Q SOFTWARE, INC., a Florida corporation
- 2. The name and address of the registered agent and the registered office of the corporation is:

Gerald Gonsalves 19710 S.W. 87 Place Miami, Florida 33157

By:

Gerald Gonsalves