

099000009591



ACCOUNT NO. : 072100000032

REFERENCE : 117557 4379232

AUTHORIZATION

COST LIMIT : \$78.45

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

200002759582--4

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:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 29 AM 11:02

RECEIVED  
99 JAN 29 PM 4:08  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION  
OF  
HOTEL Q SOFTWARE, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 29 AM 11:02

**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

Gerald Gonsalves

Vice President & Secretary

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.

  
\_\_\_\_\_  
Gerald Gonsalves  
Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 29 AM 11:02

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