

P9900042089

ROETZEL ANDRESS
A LEGAL PROFESSIONAL ASSOCIATION

JOSEPH L. LAWSON
WALLACE W. WALKER, JR.
ROBERT G. MENZIES
JOHN CLAPPER, III
FREDERICK R. HARDT
STEPHEN E. THOMPSON
KENNETH B. CUYLER
RICHARD A. HEUERMAN*
PAUL K. HEUERMAN
G. CARSON McEACHERN
JONATHAN D. FISHEANE
MARK J. PRICE
C. NEIL GREGORY
JOHN D. GAST
STEVEN M. FALK
KATHLEEN W. ADAMS
MONIKA D. LUDWIG
LINDA A. EPSTEIN
TIFFANY N. DEL DUCA
TERRENCE R. HOLIHEN
GREGORY L. URBANCIC

* LICENSED IN OHIO & MICHIGAN ONLY

850 PARK SHORE DRIVE
TRIANON CENTRE, THIRD FLOOR
NAPLES, FLORIDA 34103
(941) 649-6200
(800) 535-7239
FAX (941) 261-3659
Direct Dial No.: (941) 649-2708

OFFICES IN
COLUMBUS
CINCINNATI
CLEVELAND
AKRON
CANTON
TOLEDO
FT. MYERS
BONITA SPRINGS

ranaples@ralaw.com
<http://www.ralaw.com/counsel/>

April 29, 1999

Florida Department of State
Division of Corporations
P.O. Box 6237
Tallahassee, Florida 32314

700002860787--0
-05/03/99--01126--019
*****78.75 *****78.75

Re: ARDEN KEY, INC.

Gentlemen:

Enclosed please find the original and one (1) copy of the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office with regard to the above-referenced matter, along with a check in the amount of \$78.75 payable to the Florida Department of State to cover the filing fees.

Please file the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office as soon as possible and return a certified copy to me at the above address in the self-addressed, stamped envelope.

Thank you for your assistance with this matter. If you have any questions, please call.

Very truly yours,

Michael W. McArdle
Michael W. McArdle
For the Firm

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -3 AM 11:19

MWM/lis
Enclosures
167174_1.WP5

Michael W. McArdle
GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art I
DATE 5-10-99
DOC. EXAM 1195

3-10
1195

ARTICLES OF INCORPORATION

OF

ARDEN KEY, INC.

a Florida corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -3 AM 11:19

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

CORPORATE NAME

The name of the corporation is ARDEN KEY, INC. "Corporation").

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be 725 21st Street NW, Naples, Florida 34120.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1000) shares in the aggregate, which shares shall be of a single class of common stock and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered agent of the Corporation is 725 21st Street NW, Naples, Florida 34120 and the name of its initial registered agent at such address is Liisa A. Sullivan.

ARTICLE V

INCORPORATOR

The name and address of the incorporator is Liisa A. Sullivan, 725 21st. Street NW, Naples, FL. 34120.

ARTICLE VI

DURATION

The duration of the Corporation is perpetual commencing upon the filing of these Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE VII

PURPOSE

The Corporation is organized for the purpose of providing catering and food and beverage services and to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The Corporation shall have at least two (2) Directors, the initial directors of which are Liisa A. Sullivan, 725 21st Street NW, Naples, FL 34120 and Bryan W. Sullivan, 725 21st Street NW, Naples, FL 34120. The number of members of the Board of Directors of the Corporation may be increased or decreased from time to time in accordance with By-Laws adopted by the stockholders, but shall never be less than one (2) Directors. The initial directors shall hold office until the first annual meeting of the corporation or until successors are elected or qualified.

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify any officer and/or director, or any former officer and/or director to the full extent of the law.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended by the assent of shareholders holding fifty-one percent (51%) of the outstanding common stock of the Corporation.

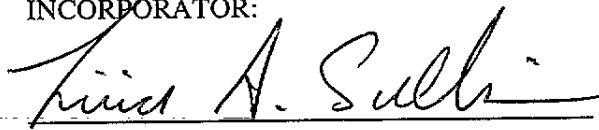
ARTICLE XII

DISSOLUTION

The Corporation may be dissolved with the assent of shareholders holding not less than two-thirds (2/3) of the outstanding common stock of the Corporation.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation this 29 day of April, 1999.

INCORPORATOR:


LIISA A. SULLIVAN

STATE OF FLORIDA)
)SS:
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 29 day of April, 1999 by Liisa A. Sullivan, who (☒) is personally known to me, or who () has produced _____ as identification.



Mary H Conway
NOTARY PUBLIC, STATE OF FLORIDA
Name: Mary H Conway
(Type or Print)
My Commission Expires:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

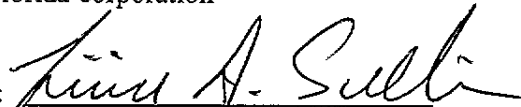
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -3 AM 11:19

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

That ARDEN KEY, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Naples, State of Florida, has named Liisa A. Sullivan, 725 21st Street NW, Naples, FL 34120 as its agent to accept service of process within Florida.

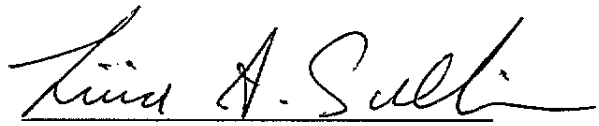
ARDEN KEY, INC.
a Florida corporation

By:


Liisa A. Sullivan, Vice-President

Dated: April 29, 1999

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this Certificate, 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 obligations of my position as registered agent.


Liisa A. Sullivan

Dated: April 29, 1999