

Division of Corporations

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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:

Division of Corporations
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SECRETARY OF STATE
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FLORIDA PROFIT CORPORATION OR P.A.

Driftwood Hospitality Management I, Inc.

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**ARTICLES OF INCORPORATION
OF
DRIFTWOOD HOSPITALITY I, INC.**

ARTICLE I - NAME AND ADDRESS

The name of this corporation is **DRIFTWOOD HOSPITALITY I, INC.** (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 312 Clematis Street, Suite 306, West Palm Beach, Florida 33401.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and

Filed by:
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shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

Name

Address

Robert I. Weissler

2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Name

Address

Robert I. Weissler

2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

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ARTICLE VII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE IX - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of July, 1999.

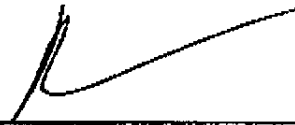


Robert I. Weissler, Incorporator

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.



Robert I. Weissler, Registered Agent

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