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July 16, 1999

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

100002935791-9  
-07/20/99-01018-012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**Re: Tri-Med Mountain Hotels, Inc.**

To Whom It May Concern,

Enclosed is an original and one (1) copy of the articles of incorporation and a check in the amount of \$70.00 for the requisite filing fee for the incorporation of the above-referenced corporation.

Kindly direct any communications concerning this corporation to the undersigned at the above-referenced address or telephone numbers.

Sincerely,

  
Mariano R. Gonzalez, Esq.

Enclosures

FILED  
99 JUL 20 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. GALLMON-CASE

JUL 29 1999

**ARTICLES OF INCORPORATION  
OF  
TRI-MED MOUNTAIN HOTELS, INC.**

FILED  
99 JUL 20 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for pecuniary profit under the provisions of Chapter 607 of the Florida Statutes, hereby makes, subscribes, acknowledges, and files the following Articles of Incorporation:

**ARTICLE I - Name**

The name of this corporation is **Tri-Med Mountain Hotels, Inc.**

**ARTICLE II - Duration and Commencement**

This corporation shall have a perpetual existence, commencing on the date of the filing of these Articles by the Department of State.

**ARTICLE III - Purpose**

This corporation shall have the authority to engage in any lawful business authorized under the laws of the United States of America and the State of Florida, including, but not limited to, performing any and all acts whatsoever in order to implement the business purpose of this corporation.

**ARTICLE IV - Capital Stock**

This corporation is authorized to issue 1,000 shares of common stock having a \$1.00 par value per share. These stocks shall be designated as common stocks.

#### **ARTICLE V - Initial Board of Directors**

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by a vote of the majority of the shareholders, but shall never be less than one. The name and address of the initial directors of this corporation is as follows:

**Henry A. Villegas  
14449 Country Walk Drive  
Miami, Florida 33186**

#### **ARTICLE VI - Initial Registered Office and Agent**

The name and address of the initial registered agent and the initial registered office is **Henry A. Villegas, 14449 Country Walk Drive, Miami, Florida 33186.**

#### **ARTICLE VII - Principal Place of Business and Mailing Address**

The principal place of business and mailing address of this corporation is: **14449 Country Walk Drive, Miami, Florida 33186.**

#### **ARTICLE VIII - Bylaws**

The bylaws of this corporation may be adopted, altered, amended or repealed by a majority of the shareholders.

#### **ARTICLE IX - Indemnification**

This corporation shall indemnify any officer, director, or any former officer or director, to the fullest extent permitted by law.

#### **ARTICLE X - Incorporator**

The name and address of the person signing these Articles of Incorporation is: **Henry A. Villegas, 14449 Country Walk Drive, Miami, Florida 33186.**

**ARTICLE XI - Amendment**

The Articles of Incorporation may be altered, amended, changed, rescinded or additional articles may be adopted by a majority vote of the shareholders of the corporation.

**ARTICLE XII - Officers**

The corporation shall have a president, a secretary and a treasurer and may have additional and assistant officers, including, without limitation thereto, one or more vice-presidents, assistant secretaries, and assistant treasurers. A person may hold more than one office at one time. Such officers shall be elected by the board of directors. The board may remove any or all of the officers from office with or without cause and at such time as the board may determine. The names, addresses and positions of the persons who will serve as the initial officers of the corporation are as follows:

**Henry A. Villegas**  
**President, Secretary and Treasurer**  
**14449 Country Walk Drive**  
**Miami, Florida 33186**

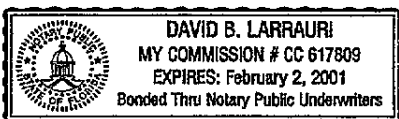
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 9 day of July, 1999.

  
Henry A. Villegas

STATE OF FLORIDA           )  
COUNTY OF MIAMI-DADE   )

BEFORE ME, a notary public authorized in the State of and County set forth above, personally appeared **Henry A. Villegas**, personally known to me to be the person described in and who, as incorporator, executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation for the purposes therein described.

IN WITNESS WHEREOF, I hereto set my hand and affix my official seal, in the State and County aforesaid, this 9 day of July, 1999.



  
Notary Public, State of Florida At Large

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned person hereby agrees to act in this capacity, and further agrees to comply with the provision of all statutes relative to the proper and complete discharge of his duties.

DATED this 9 day of July, 1999.

Henry A. Villegas  
Henry A. Villegas  
Registered Agent

FILED  
99 JUL 20 PM 3:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA