

P9900007/686

EXECUTIVE OFFICE:

HIGHWOODS SQUARE II  
Suite 125  
2650 N. Military Trail  
Boca Raton, FL 33431

561/997-4002  
1-800-HOTELS-2  
Date: 305/944-0501  
Fax: 561/997-4003

July 22, 1999

Secretary of State  
STATE OF FLORIDA  
Corporate Division  
P.O. Box 6327  
Tallahassee, FL 32314

400002952444--0  
-08/06/99-01044-014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: MIZNER PARK MUSEUM CAFE, INC.

To Whom it May Concern:

Enclosed are the Articles of Incorporation of the above-captioned corporation.

Kindly prepare a copy of said Articles of Incorporation, endorse your approval thereon and return the copy to us.

We are enclosing our check in the amount of \$78.75 to cover the filing fee and registered agent fee.

If a charter cannot be issued for any reason, please contact this office immediately.

Thank you for your cooperation in this matter.

Very truly yours,

HOSPITALITY CONSULTANTS, INC.

Robert N. Goldstein  
President and Chief  
Executive Officer

Encls.

HOTEL MONTELEONE docs\TL-MPMC.WPD

RESORT • RESTAURANT

- Management
- Brokerage
- Development
- Consultants

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 AUG -6 AM 8:44

FILED

Hospitality Consultants, Inc.

Handwritten initials and date: CB 8-12-99

ARTICLES OF INCORPORATION  
OF  
MIZNER PARK MUSEUM CAFE, INC.

**FILED**  
1999 AUG -6 AM 8:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I. NAME.

The name of the corporation shall be:

**MIZNER PARK MUSEUM CAFE, INC.**

ARTICLE II. PRINCIPAL OFFICE AND REGISTERED AGENT.

The principal office of the Corporation is at 2650 N. Military Trail, Suite 125, Boca Raton, Florida 33431. The registered agent is Robert N. Goldstein, 2650 N. Military Trail, Suite 125, Boca Raton, Florida 33431.

ARTICLE III. DURATION

The Corporation shall have perpetual existence.

ARTICLE IV. NATURE AND PURPOSE

The purpose for which this Corporation is organized is to engage in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE V. POWERS.

The Corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the laws of the State of Florida where this Corporation is formed. In addition, the Corporation shall have the following specific powers:

(A) To elect or appoint officers and agents of the Corporation and to fix their compensation;

(B) To act as an agent for any individual, association, partnership, corporation or other legal entity;

(C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;

(D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of share of the Corporation;

(E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

#### ARTICLE VI. CAPITAL STOCK

Section 1. Authorized Shares. The total number of shares which this Corporation is authorized to issue is 1000 at \$.10 par value per share.

Section 2. Preemptive rights. Except as may otherwise be provided by the Board of Directors, no holder of any share of the stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such share, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

#### ARTICLE VII. COMMENCEMENT OF BUSINESS.

The minimum amount of capital with which the Corporation will commence business shall be determined by the initial Board of Directors.

#### ARTICLE VIII. INTERESTED DIRECTORS.

No contract or transaction between this Corporation and any of its directors, or between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because they participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interested director or directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or directors' interest, be submitted for the approval of or ratification by the stockholders.

ARTICLE IX. INITIAL BOARD OF DIRECTORS

This corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

Robert N. Goldstein	2650 N. Military Trail Suite 125 Boca Raton, FL 33431
Gary F. Roskin	2672 SW 15 <sup>th</sup> Street Deerfield Beach, FL 33442
Murray Zweig	7275 NW 62 <sup>nd</sup> Terrace Parkland, FL 33067
Randall W. Moller	3950 N.W. 23rd Terrace Boca Raton, FL 33431

ARTICLE X. INCORPORATOR

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

Robert N. Goldstein	2650 N. Military Trail Suite 125 Boca Raton, FL 33431
---------------------	---

ARTICLE XI. INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22nd day of July, 1999.

  
Robert N. Goldstein

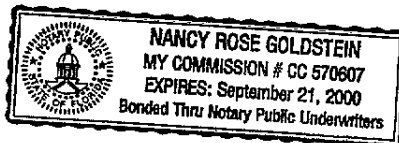
STATE OF FLORIDA )  
 ) ss.  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me in the County and State aforesaid, this 22nd day of July, 1999 by Robert N. Goldstein, who is known to me to be the person in and who has executed the foregoing instrument and who has taken an oath.

WITNESS my hand and official seal at Boca Raton, Palm Beach County, Florida this 22nd day of July, 1999.


*Nancy Rose Goldstein*  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My Commission Expires:



CERTIFICATE OF ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT

MIZNER PARK MUSEUM CAFE, INC., having appointed the undersigned as its Registered Agent, at 2650 N. Military Trail, Suite 125, Boca Raton, Florida 33431 as its registered office, the undersigned hereby accepts said appointment and agrees to act in said capacity.



---

Robert N. Goldstein,  
Registered Agent

**FILED**  
99 AUG -6 AM 8:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA