

099000091575



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 416986 4303929

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 70.00

ORDER DATE : October 18, 1999

ORDER TIME : 11:36 AM

ORDER NO. : 416986-005

CUSTOMER NO: 4303929

200003017582--0

CUSTOMER: Ms. Yolanda Rodriguez
GREENBERG TRAUIG, P.A.
GREENBERG TRAUIG, P.A.
1221 Brickell Avenue
21st Floor
Miami, FL 33131

DOMESTIC FILING

NAME: ELEGANT HOTELS.COM, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 18 AM 10:47

RECEIVED
99 OCT 18 PM 4:37
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ELEGANT HOTELS.COM, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 OCT 18 AM 10:47

ARTICLE I

The name of the corporation is ELEGANT HOTELS.COM, INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 1701 Ponce De Leon Blvd., Coral Gables, Florida 33134.

ARTICLE III

The Corporation shall have authority to issue Five Hundred Million (500,000,000) shares of Common Stock having a par value of \$0.001 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty (50) percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least two (2) directors, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors are four (4), and the name and address of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Richard I. Whitfield
1701 Ponce De Leon Blvd.
Coral Gables, FL 33134

Timothy Nurse
1701 Ponce De Leon Blvd.
Coral Gables, FL 33134

Graham E. Cooke
1701 Ponce De Leon Blvd.
Coral Gables, FL 33134

Heinz E. W. Simonitsch
1701 Ponce De Leon Blvd.
Coral Gables, FL 33134

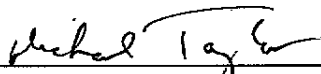
ARTICLE VII

The name of the Incorporator is Michael Taylor and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 15 day of October, 1999.



Michael Taylor, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of ELEGANT HOTELS.COM, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company

Deborah D. Skipper

Secretary, Agent for Registered Agent

Dated: October 18th, 1999

Deborah D. Skipper
as its agent

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