

**GORHAM RUTTER, JR., P.A.**

ATTORNEY & COUNSELOR AT LAW

283 N. NORTHLAKE BOULEVARD

SUITE 111

ALTAMONTE SPRINGS, FL 32701

GORHAM RUTTER, JR.

TELEPHONE (407) 331-3540

FACSIMILE (407) 869-5584

MAILING ADDRESS:

P.O. BOX 915454

LONGWOOD, FL 32791-5454

*P99000094165*

October 1, 1999

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

FILED  
99 OCT 25 PM 12:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: VINTAGE HOTELS CORPORATION

Dear Sir/Madam:

With respect to the above-referenced corporation, enclosed please find the original and one copy of the Articles of Incorporation and a Resident Agent Certificate, together with a check in the amount of \$78.75 to cover the following costs:

- |                                    |         |
|------------------------------------|---------|
| 1. Filing Fee                      | \$35.00 |
| 2. Certified Copy Charge           | 8.75    |
| 3. Designation of Registered Agent | 35.00   |

200003024102--8  
-10/25/99--01110--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Upon filing of the Articles of Incorporation, please forward the certified copy of same to my mailing address set forth above.

Thank you for your time and attention to this matter.

Sincerely,

  
Gorham Rutter, Jr.

GR/jp  
Enclosure

D. BROWN OCT 26 1999

**ARTICLES OF INCORPORATION**  
**OF**  
**VINTAGE HOTELS CORPORATION**

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**Name.** The name of this Corporation is Vintage Hotels Corporation.

**ARTICLE II**

**Business and Activities.** This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE III**

**Capital Stock.** The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is FIVE THOUSAND (5,000) SHARES of common stock having a par value of One and NO/100 Dollar (\$1.00) per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

**ARTICLE IV**

**Term of Existence.** This Corporation shall have perpetual existence.

**ARTICLE V**

**Address of the Principal Office and Mailing Address.** The principal place of business and mailing address of this Corporation shall be 283 N. Northlake Blvd., Suite 111, Altamonte Springs, FL 32701.

**ARTICLE VI**

**Initial Registered Agent and Address.** The name of the initial registered agent of this Corporation is Gorham Rutter, Jr.

## **ARTICLE VII**

**Number of Directors.** The Board of Directors of this Corporation shall consist of at least one (1) and not more than seven (7) Directors. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting. The Directors may authorize and require the payment of the reasonable expenses incurred by Directors in attending meetings of the Directors. Nothing in this Article shall be construed to preclude a Director from serving the Corporation in any other capacity and receiving compensation therefor.

## **ARTICLE VIII**

**Initial Board of Directors.** The name and street address of each member of this Corporation's first Board of Directors are as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Gorham Rutter, Jr.	283 N. Northlake Blvd., Suite 111 Altamonte Springs, FL 32701

## **ARTICLE IX**

**Incorporator.** The name and street address of the Incorporator to these Articles of Incorporation are as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Gorham Rutter, Jr.	283 N. Northlake Blvd., Suite 111 Altamonte Springs, FL 32701

## **ARTICLE X**

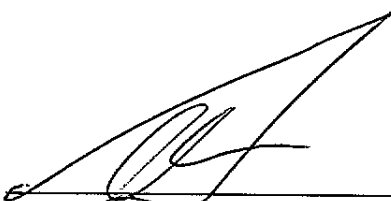
**Lost or Destroyed Certificates.** Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided in the By-Laws of this Corporation.

**ARTICLE XI**

**Amendment.** These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock issued and entitled to be voted, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

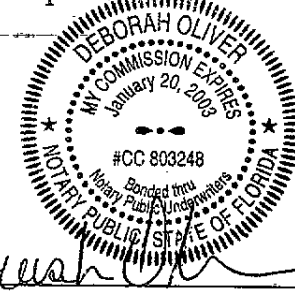
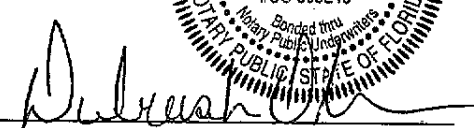
IN WITNESS WHEREOF, the undersigned does set his hand and seal this

18<sup>th</sup> day of October, 1999.

  
\_\_\_\_\_  
GORHAM RUTTER, JR.

STATE OF FLORIDA  
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me on Oct 18, 1999, 1999, by Gorham Rutter, Jr., who is personally known to me or who produced B360-280-62-241-0 as identification.

  
  
\_\_\_\_\_  
Notary Public, State of Florida

Deborah Oliver  
(Printed Name of Notary Public)

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sec. 607.0501, Florida Statutes, the undersigned  
Corporation, organized under the laws of the State of Florida, submits the following  
statement in designating the Registered Agent/Registered Office in the State of Florida:

1. The name of the Corporation is Vintage Hotels Corporation.
2. The name and address of the Registered Agent and Office is:

Gorham Rutter, Jr., 283 N. Northlake Boulevard, Suite 111,  
Altamonte Springs, FL 32701.

Dated: October 18, 1999.

  
\_\_\_\_\_  
GORHAM RUTTER, JR.

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 CAPAITY. 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.

DATED: October 18, 1999.

  
\_\_\_\_\_  
GORHAM RUTTER, JR.

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TALLAHASSEE, FLORIDA