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23 1 23 10:16 AM JOHN HELLER DIV OF CORPORATIONS # 1 / 4

TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

CONTACT: BEVERLY O RIEDY  
PHONE: (305) 372-5000  
FAX: (305) 372-0052

((H95000006978)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: 1775 HOTEL CORP.  
FAX AUDIT NUMBER: H95000006978 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 06/22/1995 TIME REQUESTED: 17:08:04  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 076030000723

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FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,  
1428 BRICKELL AVE  
6TH FLOOR  
MIAMI FL 33131- 062-000094

CONTACT: BEVERLY O RIEDY  
PHONE: (305) 372-5000  
FAX: (305) 372-0052

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95 JUN 23 PM 12:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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6-23-95 : 10:24 GEIGER KASDIN HELLER- DIV OF CORPORATIONS:# 2/ 4

FA# H95-6978

**ARTICLES OF INCORPORATION OF  
1775 HOTEL CORP.**

FILED  
95 JUN 23 PM 12:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of the Corporation is 1775 HOTEL CORP.

**ARTICLE II  
DURATION**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

**ARTICLE III  
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

**ARTICLE IV  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the corporation is: 1775 Collins Avenue, Miami Beach, Florida 33139.

**ARTICLE V  
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

Neisen O. Kasdin, Esq.  
GEIGER, KASDIN, HELLER, KUPERSTEIN,  
CHAMES & WEIL, P.A.  
1428 Brickell Avenue, 6th Floor  
Miami, Florida 33131  
Telephone: (305) 372-5000  
Facsimile: (305) 372-0052  
Florida Bar Number: 302783

FA# H95-6978



SENT BY:

6-23-95 : 10:24 :GEIGER KASDIN HELLER- DIV OF CORPORATIONS:# 4/ 4

FA# H95-6978

**CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR SERVICE OF PROCESS  
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA  
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT 1775 HOTEL CORP., DESIRING TO ORGANIZE OR QUALIFY UNDER  
THE LAWS OF THE STATE OF FLORIDA, HAS NAMED NEISEN O. KASDIN,  
LOCATED AT 1428 BRICKELL AVENUE, 6TH FLOOR, MIAMI, FLORIDA 33131,  
DADE COUNTY, FLORIDA, ITS REGISTERED AGENT TO ACCEPT SERVICE OF  
PROCESS WITHIN THE STATE OF FLORIDA.

  
\_\_\_\_\_  
NEISEN O. KASDIN

\_\_\_\_\_  
Incorporator  
TITLE

\_\_\_\_\_  
6/23/95  
DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED  
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE  
PROPER AND COMPLETE PERFORMANCE OF MY DUTY.

  
\_\_\_\_\_  
NEISEN O. KASDIN

FA# H95-6978

3

J:\WORK\ESTHER\CORP\1775\ARTICLES

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TALLAHASSEE FLORIDA

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9/07/95

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((H9500009957)) ELECTRONIC FILING COVER SHEET  
 TO: DIVISION OF CORPORATIONS FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,  
 DEPARTMENT OF STATE 1428 BRICKELL AVE  
 STATE OF FLORIDA 6TH FLOOR  
 409 EAST GAINES STREET MIAMI FL 33131- 9-0000  
 TALLAHASSEE, FL 32399 CONTACT: BEVERLY O RIEDY  
 FAX: (904) 922-4000 PHONE: (305) 372-5000  
 FAX: (305) 372-0052

((H9500009957)) DOCUMENT TYPE: BASIC AMENDMENT  
 NAME: 1775 HOTEL CORP.  
 FAX AUDIT NUMBER: H9500009957 CURRENT STATUS: REQUESTED  
 DATE REQUESTED: 09/07/1995 TIME REQUESTED: 13:34:46  
 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
 NUMBER OF PAGES: 1 METHOD OF DELIVERY: FAX  
 ESTIMATED CHARGE: \$87.50 ACCOUNT NUMBER: 076030000723

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((H9500009957)) ELECTRONIC FILING COVER SHEET  
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 FAX: (904) 922-4000 PHONE: (305) 372-5000  
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ARTICLES OF AMENDMENT  
OF  
1775 HOTEL CORP.

FILED  
1995 SEP -7 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following amendment was adopted by the Board of Directors of this 1775 HOTEL CORP. (the "Corporation") on September 6, 1995. The Shareholders unanimously approved this amendment on September 6, 1995.

- 1. Article III of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE III  
PURPOSE

The purpose for which the Corporation is organized is limited solely to: (i) purchasing, financing, owning, operating and managing the real property (and/or a leasehold estate therein) known as The Raleigh Hotel, located at 1775 Collins Avenue, Miami Beach, Florida; and (ii) to transact any and all other lawful business for which a corporation may be incorporated under the Florida Business Corporation Act that is incident, necessary and appropriate to the foregoing.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment this 6<sup>th</sup> day of September, 1995.

  
Michael Zarrilli/Director

  
Michael Zarrilli  
Guardian of Ken Zarrilli/Shareholder

Keith J. Blum, Esq.  
GEIGER, KASDIN, HELLER KUPERSTEIN  
CHAMES & WEIL, P.A.  
1428 Brickell Avenue, 6th Floor  
Miami, Florida 33131  
Telephone: (305) 372-5000  
Facsimile: (305) 372-0052  
Florida Bar Number: 0879185

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**P95000049202** # 1/2

8/01/96

FLORIDA DIVISION OF CORPORATION  
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3:30 PM

((H96000010703))

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409 EAST GAINES STREET  
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1428 BRICKELL AVE  
6TH FLOOR  
MIAMI FL 33131- 34-3449

FAX: (904) 922-4000

CONTACT: BEVERLY O RIEDY  
PHONE: (305) 372-5000  
FAX: (305) 372-0052

((H96000010703))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: 1775 HOTEL CORP.

FAX AUDIT NUMBER: H96000010703

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/01/1996

TIME REQUESTED: 15:30:09

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CERTIFICATE OF STATUS: 0

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FA#: H96-10703

**SECOND ARTICLES OF AMENDMENT  
OF THE ARTICLES OF INCORPORATION OF  
1775 HOTEL CORP.**

The following amendment was adopted by the Board of Directors of this corporation on July 31, 1996. The Shareholders unanimously approved these amendments on July 31, 1996. The document number assigned to this corporation is: P95000049202.

**FIRST**

The name of the corporation is: **1775 HOTEL CORP.**

The name of the corporation shall be changed to: **FLORIDA HOTEL CORPORATION.**

**SECOND**


The following Director shall be added: **KENNETH F. ZARRILLI, JR.**

**THIRD**

The following shall be the Officers of the corporation:

- KENNETH F. ZARRILLI, JR.** - **President/Secretary**
- MICHAEL ZARRILLI** - **Vice President/Treasurer**
- JOHN CASHMAN** - **Vice President**

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Amendment this 9/31 day of July, 1996.

  
 \_\_\_\_\_  
**JOHN CASHMAN**  
 Vice President

Neisen O. Kasdin, Esq.  
 GEIGER, KASDIN, HELLER, KUPERSTEIN,  
 CHAMES & WEIL, P.A.  
 1428 Brickell Avenue, 6th Floor  
 Miami, Florida 33131  
 Telephone: (305) 372-7000  
 Facsimile: (305) 372-7072  
 Florida's Bar Number: 02783

FA#: H9610703