

P 95 0000 32759

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

FILED
95 APR 26 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICE USE ONLY

100001465221
-04/26/95--01052--012
****122.50 ****122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Waterford Place, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 4:00 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

95 APR 26 AM 11:50
DIVISION OF CORPORATION

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

NANCY HENDRICKS APR 26 1995

Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WATERFORD PLACE, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: The name of the corporation shall be WATERFORD PLACE, INC.

ARTICLE II: The principal place of business and mailing address of this corporation shall be c/o Leisure Centers, Inc., 2650 North Military Trail, Suite 350, Boca Raton, FL 33431.

ARTICLE III: The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 without par value.

ARTICLE IV: The name and address of the initial registered agent is National Corporate Research, Ltd., 1406 Hays Street, Suite #2, Tallahassee, Florida 32301. INC.

ARTICLE V: The name and street address of the incorporator to these Articles of Incorporation is Fran Wagner, c/o National Corporate Research, Ltd., 225 West 34th Street, New York, New York 10122.

The undersigned incorporator has executed these Articles of Incorporation this 24th day of April, 1995.



Fran Wagner, Incorporator

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

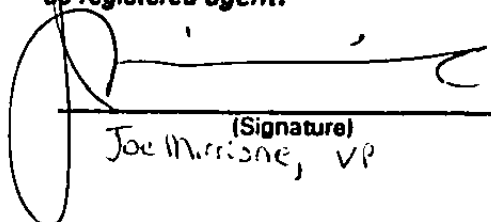
1. The name of the corporation is: WATERFORD PLACE, INC.

2. The name and address of the registered agent and office is:

National Corporate Research, Ltd., Inc.
(Name)
1406 Hays Street - Suite #2
(P.O. Box not acceptable)
Tallahassee, Florida 32301
(City/State/Zip)

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TALLAHASSEE, FLORIDA

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 capacity. 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.



(Signature)
Joe Morrison, VP

4/24/95

995000032759

Grand Court

LIFESTYLES, INC.

One Executive Drive
Ft. Lee, New Jersey 07024

State/zip

Phone #

NEW JERSEY STATE TREASURY
-06/19/96--01001--003
*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
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3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

96
JUN 18 PM 12:29
RECEIVED
TREASURY

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

N. HENDRICKS JUN 21 1996

Examiner's Initials

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is WATERFORD PLACE, INC.

DOCUMENT #P95000032759 ID# none

SECOND: The articles of incorporation were filed on: 4/26/95

THIRD: (CHECK ONE)

- None of the corporation's shares have been issued.
- The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

- A majority of the incorporators authorized the dissolution.
- A majority of the directors authorized the dissolution.

Signed this 17 day of May, 19 96.

Signature


(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

BERNARD M. RODIN

(Typed or printed name)

VICE PRESIDENT

(Title)

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96 JUN 19 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA