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SECRETATION LIATE TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE (2.883158 10831A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : March 15, 1996

ORDER TIME : 10:31 AM

ORDER NO. : 883158

200001745192

CUSTOMER NO:

10831A

CUSTOMER: Ms. Cindy L. Wilkinson

GREENSPOON MARDER HIRSCHFELD &

RAFKIN Suite 700

100 West Cypress Creek Ft. Lauderdale, FL 33309

## DOMESTIC FILING

NAME:

RACQUET CLUB RESORTS, INC.

#### EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

3.18.W

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SECLETATION STATE
TALLAMAS SEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RACQUET CLUB RESORTS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

## ARTICLE I. NAME

The name of the corporation shall be:

RACQUET CLUB RESORTS, INC.

The address of the principal office of this corporation shall be 3015 North Ocean Boulevard, # 121, Ft. Lauderdale, Florida 33308, and the mailing address of the corporation shall be the same.

## ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or 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 III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

# ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be Suite 700, 100 West Cypress Creek, Ft. Laudordale, Florida 33308, and the name of the initial registered agent of the corporation at that address is Gregory J. Blodig.

# ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

## ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

J. P. Ottino Dir.

3015 North Ocean Boulevard, # 121 FT. Lauderdale, Florida 33308

Bruce Polanski

Same

Dir.

Larry Hierholzer Dir.

Same

# ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on March 15, 1996

CORPORATION SERVICE COMPANY

hbd

96 MAR 15 AH 9:45 ALLAVICED A 45

OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

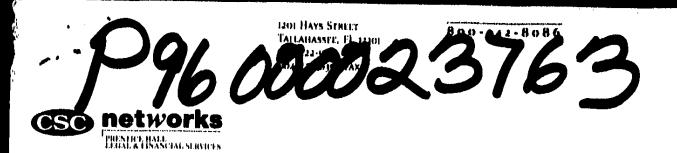
\*\*\*\*\*\*\*\*

Pursuant to Sections 48.091 and 607.0501 of the Florida Statutes, RACQUET CLUB RESORTS, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, has named GREGORY J. BLODIG as Registered Agent, who may be served at the registered office located at 100 West Cypress Creek Road, Suite 700, in the City of Fort Lauderdale, County of Broward, State of Florida, as its Agent to accept service of process within this State.

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions relative to keeping open said office.

Bv.

GREGORY J. BLODIG Registered Agent



ACCOUNT NO.

0721000000032

REFERENCE

AUTHORIZATION

COST LEMET # \$ 35.00

ORDER DATE # March 15, 1996

ORDER TIME # 12:45 PM

ORDER NO. : 883188

CUSTOMER NO:

100310

500001750215

CUSTOMER: Ms. Cindy L. Wilkinson

Oreenspoon Marder Hirschfeld &

Suite 700

100 West Cypress Creek Ft. Lauderdale, FL 33309

# DOMESTIC AMENDMENT FILTING

NAME:

RACQUET CLUB RESORTS, INC.

XXX ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_ CERTIFIED COPY PLAIN STAMPED CORY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

## ARTICLES OF AMENDMENT

TO

## ARTICLES OF INCORPORATION

ARTICLE I of the Articles of Incorporation of RACQUET CLUB RESORTS, INC. shall be amended to read as follows:

## ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have Three Directors. The names and addresses of the members of the Board of Directors are:

J. P. Ottino

3015 North Ocean Boulevard, # 121

Dir.

Bruce Polansky

Dir.

Same

Larry Hierholzer Dir.

Same

All other paragraphs and articles of the Articles of Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator without shareholder action because shareholder action was not required.

The foregoing amendment was adopted on the 19th day of March, 1996.

CORPORATION SERVICE COMPANY

LAURA R. DUNLAP, INCORPORATOR