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OCEAN REEF CLUB®

June 22, 1998

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***122.50 ***122.50

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

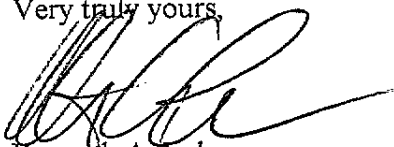
Dear Sirs:

On behalf of Mr. Kent C. Harrison and Copy Right, Inc. (the "Corporation"), I enclose the following:

1. Articles of Incorporation
2. Certificate Designating the Corporation's Resident Agent in Florida

Also enclosed is a check in the amount of \$122.50 for filing fees. Please return a certified copy of the Articles to the undersigned.

Very truly yours,


Kenneth A. Luban

KAL:nac
98/kal/FL0619

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 25 AM 8:33

**ARTICLES OF INCORPORATION
OF
COPY RIGHT, INC.**

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DIVISION OF CORPORATIONS
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ARTICLE I. The name of the corporation is Copy Right, Inc. (the "Corporation").

ARTICLE II. The Corporation shall have a perpetual existence.

ARTICLE III. The Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized may be organized under the General Corporation Act of the State of Florida, whether granted by specific statutory authority or by construction of law.

ARTICLE IV. The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares, \$.01 par value per share.

ARTICLE V. The street address of the initial registered office and the principal office of the Corporation is 8480 S.W. 146th Street, Miami, Florida 33158.

ARTICLE VI. The name of the initial registered agent of the Corporation is Kent C. Harrison. The address of the initial registered agent of the Corporation is 8480 S.W. 146th Street, Miami, Florida 33158.

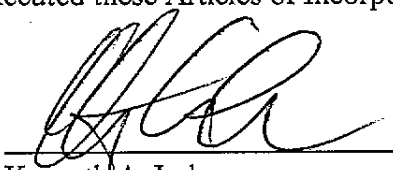
ARTICLE VII. The initial Board of Directors shall consist of one person, whose name and address is as follows:

Kent Harrison
8480 S.W. 146th Street
Miami, Florida 33158

The number of directors may be increased or decreased from time to time in the manner provided in the By-Laws of the Corporation.

ARTICLE VIII. The name and address of the incorporator of the Corporation is Kenneth A. Luban, 31 Ocean Reef Drive, Suite C-300, Key Largo, Florida 33037.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation on June 19, 1998.



Kenneth A. Luban

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Copy Right, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at Miami, Dade County, Florida, has named Kent C. Harrison, located at 8480 S.W. 146th Street, Miami, Florida 33158 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 by this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to the proper and complete performance of my duties.


Kent C. Harrison

Dated: June 19, 1998

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