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ACCOUNT NO. : 072100000032

REFERENCE : 356221 4303929

AUTHORIZATION :

Patricia Pizote

COST LIMIT : \$ 122.50

ORDER DATE : May 6, 1997

ORDER TIME : 1:26 PM

ORDER NO. : 356221-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

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DOMESTIC FILING

NAME: MIAMI BEACH VACATION RESORTS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

RECEIVED
97 MAY - 6 AM 8:27
TALLAHASSEE, FLORIDA

RECEIVED
97 MAY - 6 PM 3:20
TALLAHASSEE, FLORIDA

SN MAY - 7 1997

ARTICLES OF INCORPORATION
OF
MIAMI BEACH VACATION RESORTS, INC.

FILED
97 MAY -6 AM 8:27
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is MIAMI BEACH VACATION RESORTS, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 1177 Kane Concourse, Suite 201, Bay Harbor, Florida 33154.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's

Bylaws. The number of directors constituting the initial Board of Directors is three (3), and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Martin W. Taplin
1177 Kane Concourse, Suite 201
Bay Harbor, Florida 33154

Arthur Zimand
1177 Kane Concourse, Suite 201
Bay Harbor, Florida 33154

Sergio D. Rivera
1177 Kane Concourse, Suite 201
Bay Harbor, Florida 33154

ARTICLE VII

The name of the Incorporator is Karen Rozar and the address of the Incorporator is 1201 Hays Street, Tallahassee, Florida 32301

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

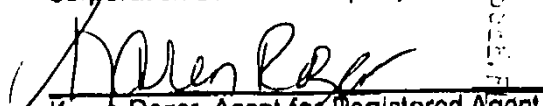
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 6th day of May, 1997.


Karen Rozar, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of MIAMI BEACH VACATION RESORTS, INC. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company


Karen Rozar, Agent for Registered Agent

Dated: May 6, 1997

FILED
TALLAHASSEE, FLORIDA
MAY 7 1997
AM 8:27