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Florida Department of State  
Division of Corporations  
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**To:**

Division of Corporations  
Fax Number : (850)922-4001

**From:**

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305)672-0686  
Fax Number : (305)672-9110

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**FLORIDA PROFIT CORPORATION OR P.A.**

**St. James Club Development Corp.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 1       |
| Certified Copy        | 0       |
| Page Count            | 04      |
| Estimated Charge      | \$78.75 |

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B. McKnight

MAY 18 2000

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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
St. James Club Development Corp.

EFFECTIVE DATE

5-11-00

### Article II. Address

The Corporation's mailing address is:  
St. James Club Development Corp.  
c/o Homer, Bonner & Delgado, P.A.  
100 SE 2nd Street, Suite 3400  
Miami FL 33131

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### Article III. Registered Agent

The name and address of the Corporation's registered agent is:  
Luis Delgado  
100 SE 2nd Street, Suite 3400  
Miami FL 33131

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:  
Luis Delgado

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Luis Delgado | FL Bar Member 475343  
Homer, Bonner & Delgado, P.A.  
100 SE 2nd Street, Suite 3400  
Miami FL 33131  
305-350-5100

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**Article V. Capital Stock**

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

**Article VI. Incorporator**

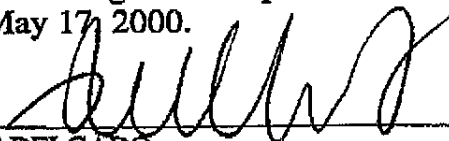
The name and address of the incorporator is:

Luis Delgado  
Homer, Bonner & Delgado, P.A.  
100 SE 2nd Street, Suite 3400  
Miami FL 33131

**Article VII. Corporate Existence**

These Articles of Incorporation shall become effective and the corporate existence will begin on May 16, 2000.

The undersigned incorporator executed these Articles of Incorporation on May 17, 2000.



LUIS DELGADO  
by L.A. Uriarte as attorney-in-fact

Luis Delgado | FL Bar Member 475343  
Homer, Bonner & Delgado, P.A.  
100 SE 2nd Street, Suite 3400  
Miami FL 33131  
305-350-5100

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

St. James Club Development Corp.

**REGISTERED AGENT/OFFICE:**

Luis Delgado  
100 SE 2nd Street, Suite 3400  
Miami FL 33131

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
LUIS DELGADO

by L.A. Uriarte as attorney-in-fact

Date: May 17, 2000

Luis Delgado | FL Bar Member 475343  
Homer, Bonner & Delgado, P.A.  
100 SE 2nd Street, Suite 3400  
Miami FL 33131  
305-350-5100

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