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ATKINSON, DINER, STONE, MANKUTA & PLOUCHA, P.A.

ATTORNEYS AT LAW

WILSON C. ATKINSON, III
JESSE H. DINER
ADELE I. STONE*
DAVID B. MANKUTA
LAWRENCE M. PLOUCHA
EDWARD HEILBRONNER**
RICHARD B. SABRA
JOSEPH J. HUSS
RICHARD A. IVERS
KIMBERLY HALL DOYLE
MARGARET Z. VILLELLA
MARK B. MILROT
HOWARD ALLEN COHEN*
BARRY S. SCHINDER
SIMONE P. FIRLEY
PAUL M. RENNER

1946 TYLER STREET
HOLLYWOOD, FLORIDA 33020

TELEPHONE (954) 925-5501
MIAMI (305) 944-1882
BOCA RATON (561) 429-3882
TELEFAX (954) 920-2711

* BOARD CERTIFIED IN REAL ESTATE
** BOARD CERTIFIED IN TAXATION

August 3, 2000

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

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*****18.75 *****18.75

Re: Casa Chameleon, Las Olas, Inc.

To Whom It May Concern:

Enclosed are an original and one copy of Articles of Incorporation of Casa Chameleon, Las Olas, Inc., and a check for \$78.75 to cover the filing fee, registered agent designation fee and the certified copy fee. Please send to me a certified copy of the filed Articles of Incorporation.

If you have any questions, please do not hesitate to call me.

Sincerely,


Barry S. Schinder

BSS:sy
Enclosures

cc: Mr. Kenneth Smith (w/encl.)
Mr. Ian Ballinger

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
CASA CHAMELEON, LAS OLAS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be:

CASA CHAMELEON, LAS OLAS, INC.

ARTICLE II

STREET ADDRESS AND MAILING ADDRESS OF INITIAL PRINCIPAL OFFICE

The Corporation's street address and mailing address of its initial principal address is:

361 N.E. 97th Street
Miami Shores, Florida 33138

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One (1) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Richard B. Sabra, Esquire
c/o Atkinson, Diner, Stone, Mankuta & Ploucha, P.A.
1946 Tyler Street
Hollywood, Florida 33020

ARTICLE VI

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

Incorporator

RICHARD B. SABRA

Address

c/o Atkinson, Diner, Stone,
Mankuta & Ploucha, P.A.
1946 Tyler Street
Hollywood, FL 33020

ARTICLE VII
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VIII
INITIAL DIRECTORS

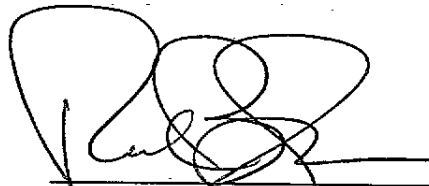
The name and post office address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
KENNETH SMITH	361 N.E. 97th Street Miami Shores, Florida 33138
IAN BALLINGER	361 N.E. 97th Street Miami Shores, Florida 33138

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

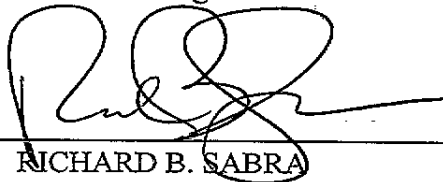
THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

Dated: 8/1/2000



RICHARD B. SABRA

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.



RICHARD B. SABRA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA