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To: Division of Corporations
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From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFTT CORPORATION OR P.A.

NEWPORT RESORTS INTERNATIONAL, INC.

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ARTICLES OF INCORPORATION

OF

NEWPORT RESORTS INTERNATIONAL, INC

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation.

ARTICLE ONE

The name of the corporation is Newport Resorts International, Inc. The principal place of business and business address is 225 N.E. Mizner Blvd, Suite 300, Boca Raton, FL 33432.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
3. To develop, manage, operate, market and promote leisure locations and activities.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 20,000,000. Such shares shall be of a single class, and shall have no par value.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 225 N.E. Mizner Blvd,

Prepared by: Jack P. LaMarr
2601 East Oakland Park Boulevard, Suite 501
Ft Lauderdale, FL 33306
Florida Bar No.: 044961

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Suite # 300, Boca Raton, FL 33432 and the name of its registered agent is Frank A. Luceri.

ARTICLE SIX

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

(i) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purposes without counting the votes or consents of such interested directors; or

(ii) The fact of such relationship or interest is disclosed and known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(iii) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee or the stockholders.

ARTICLE SEVEN

The power to amend, adopt and/or repeal the By Laws for the corporation shall be reserved to the shareholders.

ARTICLE EIGHT

Special meetings of stockholders may be called at any time by the President or holders of sixty percent (60%) of all outstanding shares.

ARTICLE NINE

The officers of this corporation may consist of a president, vice-president, treasurer, secretary and such other officers and agents as may be provided for by the by-laws of this corporation, who shall be chosen, serve for such term and have such duties as may be prescribed by such by-laws. The

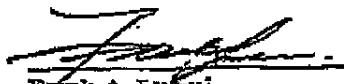
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initial officers of this corporation shall be as follows:

The President is Robert Lynn Stevenson, 760 Julian Street, Winter Park, FL 32789. The Vice-President is Robyn Davis, 3909 O'Brian Court, Kennesaw, GA 30144. The Secretary is Jess A. Poplin, 1014 Bricelle, Oviedo, FL 32765. The Treasurer is Sabir Saleem, 212 Skyview Drive, Stamford, CT 06902.


ARTICLE TEN

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: That Newport Resorts International, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the Town of Boca Raton, Palm Beach County, State of Florida, has named Frank A. Luceri, 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 provision of said Act relative to keeping open said office.


Frank A. Luceri
Registered Agent

ARTICLE ELEVEN

The name and address of the incorporator is: Sabir Saleem, 212 Skyview Drive, Stamford, CT 06902


Sabir Saleem

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