

COVE & ASSOCIATES, P.A.

Business Law • Litigation • Trade Regulation

ANDREW N. COVE
MICHAEL J. FINGAR
WM. DAVID NEWMAN, JR.
Of Counsel
ROBERT M. WORMAN

October 6, 2000

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

FILED
OCT 12 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-10/12/00--01068--012
*****70.00 *****70.00

Re: VIP ORLANDO, INC.

Dear Sir or Madam:

Herewith please find an original and a copy of the Articles of Incorporation of the referenced corporation, together with this firm's check in the amount computed as follows:

Filing fee	\$35.00
Registered Agent designation fee	<u>35.00</u>
TOTAL	\$70.00

Kindly file the original Articles and return all usual materials to me.

Please note that the acceptance of the designation of the registered agent accompanies this filing.

Respectfully,

MICHAEL J. FINGAR, ESQUIRE

MJF/om

Encls.

10-16
WJL

**ARTICLES OF INCORPORATION
OF
VIP ORLANDO, INC.**

FILED
00 OCT 12 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, in order to form a corporation for profit, for the purposes hereinafter stated, does hereby subscribe to these Articles of Incorporation.

1. The name of the corporation is VIP ORLANDO, INC.
2. The principal office and principal address are 3385 South Highway 17-92, #1115, Casselberry, Florida 32707.
3. The date and time of the commencement of the corporate existence is the date and time of the filing of these Articles by the Department of State of the State of Florida.
4. The duration of the corporation is perpetual.
5. The corporation may transact any and all lawful business for which corporations may value of one cent.
6. The corporation shall have authority to issue 1,000 shares of stock, each having a par value of one cent.
7. The corporation shall have not less than one nor more than three directors, each of whom shall be elected by a vote of fifty percent of the shares annually, or at such other times as the shareholders shall provide by a unanimous vote of the shares.
8. The affairs of the corporation shall be managed by a president, a vice president, a secretary and a treasurer, each of whom shall be elected or appointed by a unanimous vote of the board of directors annually, or at such other times as the shareholders shall provide by a unanimous vote of the shares.

9. The corporation shall, to the fullest extent permitted by law, indemnify each director and officer of the corporation against any and all expenses reasonably incurred by such director and/or officer in connection with, or arising out of, any action, suit or proceeding of any kind, in which such director and/or officer may be involved, or is threatened to be made a party, by reason of the fact that such director and/or officer is or was a director or officer of the corporation, whether or not such is the case at the time such expenses are incurred.

10. The street address of the initial registered office of the corporation is 3385 South Highway 17-92, #1115, Casselberry, Florida 32707, and the name of the initial registered agent at such address is Richard F. Johnson.

11. The number of directors constituting the initial board of directors shall be two, and the names and addresses of such directors are Richard F. Johnson, c/o VIP Orlando, Inc., 3385 South Highway 17-92, #1115, Casselberry, Florida 32707, and Richard J. Badalucca, c/o VIP Orlando, Inc., 3385 South Highway 17-92, #1115, Casselberry, Florida 32707.

12. The name and address of the Incorporator are Andrew N. Cove, Esq., 225 South 21st Avenue, Hollywood, Florida 33020.

IN WITNESS WHEREOF, the Incorporator has hereunto set his hand and seal this 5 day of October, 2000.

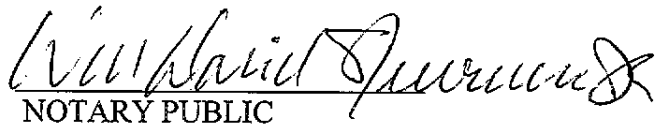


ANDREW N. COVE, Incorporator

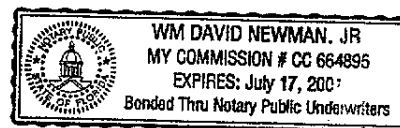
STATE OF FLORIDA }
COUNTY OF BROWARD } ss.

I HEREBY CERTIFY that on this date, before me, an officer duly authorized in the County and State aforesaid to take acknowledgements, personally appeared ANDREW N. COVE, who is well known to me or who has produced his _____ as identification, and who executed the foregoing instrument as Incorporator, and he acknowledged before me after taking an oath that he executed the same for the uses and purposes therein contained.

WITNESS my hand and official seal in the County and State last aforesaid this 5 day of October, 2000.


NOTARY PUBLIC

[SEAL]



Richard F. Johnson
c/o VIP Orlando, Inc.
3385 South Highway 17-92 #1115
Casselberry, Florida 32707

October 05, 2000

FILED
00 OCT 12 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: VIP ORLANDO, INC.

Dear Sir or Madam:

The undersigned hereby accepts designation as Registered Agent for the referenced corporation at the Registered Office given above.

Respectfully,



RICHARD F. JOHNSON