

PO1000000 2535

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Phillip's Bay Club Inc.

<input checked="" type="checkbox"/> Profit - <i>Ents.</i>	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of RA
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> CUS
<input type="checkbox"/> Photocopies	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

FILED
01 JAN - 8 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

1/8/01

Order#: 3503306

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*****70.00 *****70.00

Ref#:

Amount: \$

RECEIVED
01 JAN - 8 PM 12:22
DIVISION OF CORPORATION

MS

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

1 SMITH JAN 08 2001

**ARTICLES OF INCORPORATION
OF
PHILLIP'S BAY CLUB INC.**

FILED
01 JAN - 8 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. The name of the Corporation shall be: PHILLIP'S BAY CLUB INC.

ARTICLE II. The principal place of business/mailling address is: 824 Market Street, Suite 900, Wilmington, Delaware 19801.

ARTICLE III. The purpose for which the Corporation is organized is: To engage in any lawful act or activity for which corporations may be organized under the Florida Statutes.

ARTICLE IV. The number of shares of stock is: 100 shares of Common Stock, par value \$.01 per share, and 900 shares Preferred Stock, \$.01 per share. The authority to determine the voting powers, designations, preferences, rights and qualifications, limitations or restrictions of the Preferred Stock is expressly vested in the Board of Directors of the Corporation.

ARTICLE V. The names and addresses of the persons who are to serve as directors until the first annual meeting of the stockholders or until a successor is elected and qualified are as follows:

Andrew H. McQuarrie
824 Market Street, Suite 900
Wilmington, DE 19801

Darlene Clarke
4911 Birch Circle
Wilmington, DE 19808

Lario M. Marini
100 South Road
Wilmington, DE 19809

ARTICLE VI. The name and Florida street address of the registered agent is:

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

ARTICLE VII. The name and address of the incorporator is:

Andrew H. McQuarrie
824 Market Street, Suite 900
Wilmington, Delaware 19801

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Registered Agent:

Quann Davis / asst. secy
CT Corporation

Date: January 5, 2001

Incorporator:

Andrew H. McQuarrie
Andrew H. McQuarrie

Date: January 5, 2001