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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

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DIVISION OF CORPORATIONS
01 FEB -9 AM 11:06

FLORIDA PROFIT CORPORATION OR P.A.

ATLANTIC BEACH CLUBS FIVE, INC

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

OF

Atlantic Beach Clubs Five, Inc.

I James Harrison being over 18 years old hereby subscribe to and file these articles of incorporation to create a corporation under the laws of the State of Florida.

ARTICLE 1

The name of this corporation is Atlantic Beach Clubs Five, Inc..

ARTICLE 2

This is the authorized capital stock:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
7,500	\$1.00	A

All the stock is payable in cash, property, or labor or services at a just valuation fixed by the Board of Directors. Payment is not required at issuance, provided shares are subject to calls until the whole consideration is paid.

Upon the sale of any new stock of the same kind, class or series as that which he already holds, every stockholder has the preemptive right to purchase his prorata share at the price offered to others. Fractional shares need not be issued on account of this provision.

ARTICLE 3

This corporation will commence existence and will exist perpetually unless dissolved according to law.

ARTICLE 4

The initial registered office of this corporation is 5120 First Union Financial Center, 200 Biscayne Boulevard, Miami, FL 33162. The initial registered agent at that address is Bill

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Bill Illman

Ullman. Other offices and branch offices can be within or without the State of Florida. The mailing address of the corporation is :

James Harrison
P.O. Box 22684
Fort Lauderdale, FL 33335

ARTICLE 5

This corporation will have at least one director. The exact number can be specified by the stockholders from time to time. The stockholders can, by a majority vote, determine that the corporation be managed by the stockholders.

ARTICLE 6

This is the name and address of the first director of the corporation, who will hold office for the first year or until the successor is duly elected and qualified:

<u>Name</u>	<u>Address</u>
James Harrison	P.O. Box 22684, Ft. Lauderdale, FL 33335

ARTICLE 7

These are the names and addresses of the subscribers and the number of shares of stock each agree to take:

<u>Name and Address</u>	<u>Number of Shares</u>
James Harrison P.O. Box 22684 Ft. Lauderdale, FL 33335	ONE HUNDRED

ARTICLE 8

No transaction between this corporation and a second party will be affected due to a director, officer, or shareholder of this corporation having an interest in the second party. Directors, officers, and stockholders of this corporation - and firms in which they are interested - can transact business with this corporation provided a full disclosure of the duality of interest is made to the board of directors of this corporation. Directors can be counted in a

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Bill Ullman, 5120 First Union Financial Center, 200 Biscayne Boulevard, Miami, FL 33131; PH: (305) 358-0284; FX: (305) 374-3756



quorum of this corporation notwithstanding their duality of interest.

ARTICLE 9

The private property of the stockholders will not be subject to payment of the corporate debts. The corporation will have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of the stockholders to the corporation.

ARTICLE 10

This corporation will indemnify and insure its officers and directors to the fullest extent permitted by law.

ARTICLE 11

The purpose of this corporation is to engage in all lawful business including, but not limited to, operate a beach front business at the Roney Place Resort, 2399 Collins Avenue, Miami Beach, FL 33139.

SUBSCRIPTION

I am an original subscriber to the stock of Atlantic Beach Clubs Five, Inc. a corporation for profit under the laws of Florida. I certify that the facts stated in these articles of incorporation are true. I agree to take one hundred shares of stock.

James Harrison

Dated: 02/04/01

Notarization

Miami-Dade County, Florida)

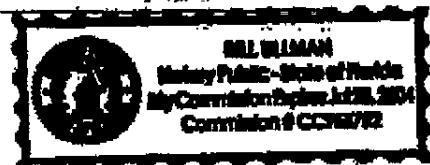
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James Harrison appeared before me on Feb 4, 2001, and executed this document after being put under oath and being advised of the penalties of perjury. James

Bill Ullman, 5120 First Union Financial Center, 200 Biscayne Boulevard, Miami, FL 33131; PII: (305) 358-0284; FX: (305) 374-3756

Harrison is personally known to me ~~or produced the following identification~~

My Commission expires:




Notary Public

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DESIGNATION OF REGISTERED AGENT

In compliance with the laws of Florida, the following is submitted:

Atlantic Beach Clubs Five, Inc. desires to organize under the laws of Florida with registered office, at 5120 First Union Financial Center, 200 Biscayne Boulevard, Miami, FL 33131; PH: (305) 358-0258; FX: (305) 374-3756; E-mail: billullman@yahoo.com.

Bill Ullman is the statutory registered agent.

I Bill Ullman hereby agree to act as registered agent and agree to comply with the Florida law regarding keeping the registered office open.


Bill Ullman
Registered Agent

Dated: February 4, 2001

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