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Florida Department of State  
Division of Corporations  
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EFFECTIVE DATE  
03-13-01

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Fax Number : (850) 922-4001

From:  
Account Name : BILZIN, SUMBERG DUNN PRICE & AXELROD LLP  
Account Number : 075350000132  
Phone : (305) 374-7580  
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FLORIDA PROFIT CORPORATION OR P.A.

CLUB MAR, INC.

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Fax Audit No. H01- 26689

ARTICLES OF INCORPORATION  
OF  
CLUB MAR, INC.

EFFECTIVE DATE  
03-13-01

ARTICLE I -- NAME

The name of this corporation is CLUB MAR, INC.

ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation are:

2665 South Bayshore Drive  
Penthouse IIA  
Miami, Florida 33133.

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ARTICLE III -- PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV -- CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

2665 South Bayshore Drive  
Penthouse IIA  
Miami, Florida 33133;

and the name and address of the initial registered agent of this corporation are:

Ezra Katz  
2665 South Bayshore Drive  
Penthouse IIA  
Miami, Florida 33133.

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ARTICLE VI -- COMMENCEMENT

This corporation shall commence as of 12:01 A.M. on March 13, 2001.

ARTICLE VII -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than one. The name and address of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
Ezra Katz	2665 South Bayshore Drive Penthouse IIA Miami, Florida 33133.

ARTICLE VIII -- INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

<u>Name</u>	<u>Address</u>
Ezra Katz	2665 South Bayshore Drive Penthouse IIA Miami, Florida 33133.

ARTICLE IX -- BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

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ARTICLE X -- INDEMNIFICATION

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

ARTICLE XI -- AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein as of the 13<sup>th</sup> day of March, 2001.

  
\_\_\_\_\_  
Ezra Katz, Incorporator and Registered Agent

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