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Florida Department of State
Division of Corporations
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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

SLS LAKESIDE RESORT, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
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**ARTICLES OF INCORPORATION
OF
SLS LAKESIDE RESORT, INC.**

ARTICLE I - NAME

The name of the Corporation is SLS LAKESIDE RESORT, INC.

ARTICLE II - DURATION

The date when the Corporation's existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgement hereof, and are subsequently approved by the Secretary of State, and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved. The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) shares of \$1.00 Per Value Common stock.

ARTICLE V - PREEMPTIVE RIGHTS

After the initial issue of common stock of this Corporation, every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share of stock of this Corporation (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

David W. Leskar, Esq.
Shepard & Leskar, P.A.
100 N.W. 70th Avenue
First Floor
Plantation, Florida 33317
(954) 915-8120
Florida Bar No. 343064

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TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 100 N.W. 70th Avenue, First Floor, Plantation, Florida 33317, and the name of the initial Registered Agent of this Corporation is Shepard & Leskar, P.A..

ARTICLE VII - FIRST BOARD OF DIRECTORS

This Corporation's first Board of Directors shall consist of Three (3) Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than One (1). The name and address of the initial Board of Directors of this Corporation is:

- | | | |
|----------------------|----------------------|----------------------|
| 1. Murray E. Shepard | 2. David W. Leskar | 3. Marc Silverman |
| 100 N.W. 70th Avenue | 100 N.W. 70th Avenue | 100 N.W. 70th Avenue |
| First Floor | First Floor | First Floor |
| Plantation, FL 33317 | Plantation, FL 33317 | Plantation, FL 33317 |

ARTICLE VIII - CORPORATE ADDRESS

The initial address of the corporation shall be 100 N.W. 70th Avenue, First Floor, Plantation, Florida 33317.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

David W. Leskar
100 N.W. 70th Avenue
First Floor
Plantation, Florida 33317

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11th day of FEBRUARY, 2003.



David W. Leskar, Incorporator

TOTAL P.04

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STATE OF FLORIDA :

SS:

COUNTY OF BROWARD :

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared David W. Leskar, known to me to be the person who executed the foregoing Articles of Incorporation, and who is personally known to me or who has produced (PERSONALLY KNOWN) as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 11 day of Feb, 2003.

LORI FERRARI
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # 00915347
EXPIRES 9/2/2004
BONDED THRU ASA 1-696-NOTARY1

Notary Public

State of Florida

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for SLS Lakeside Resort, Inc. as designated in the Articles of Incorporation, Shepard & Leskar, P.A. agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: 2/11/03

David W. Leskar, V.P. Registered Agent

STATE OF FLORIDA:

SS:

COUNTY OF BROWARD:

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State of Florida and County set forth above, personally appeared David W. Leskar, Vice President of Shepard & Leskar, P.A., known to me to be the person who accepted this designation as Registered Agent of the aforesaid corporation, and who is personally known to me or has produced (PERSONALLY KNOWN) as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 11 day of February, 2003.

LORI FERRARI
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # 00915347
EXPIRES 9/2/2004
BONDED THRU ASA 1-696-NOTARY1

Notary Public

State of Florida

My Commission Expires:

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