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FLORIDA PROFIT CORPORATION OR P.A.

HOLLYWOOD ON THE BEACH, INC.

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ARTICLES OF INCORPORATION
OF
HOLLYWOOD ON THE BEACH, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is HOLLYWOOD ON THE BEACH, INC.

ARTICLE II

The existence of the Corporation shall begin on October 28, 2004.

ARTICLE III

The street address of the principal office of the Corporation is 1440 Sheridan Street, 12-F, Hollywood, FL 33020.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100, par value \$.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 2338 Hollywood Boulevard, Hollywood, FL 33020. The initial registered agent for the Corporation at that address is Jay E. Auerbach, Esq.

ARTICLE VI

The initial board of directors shall consist of one (1) member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

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NAME	ADDRESS	TITLE
SUSAN ALAIMO	1440 Sheridan Street, 12-F Hollywood, FL 33020	President/Treasurer/ Secretary

ARTICLE VII

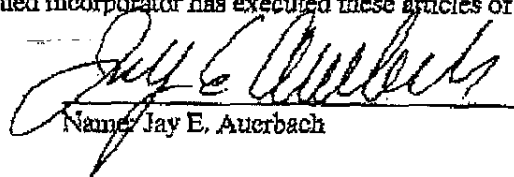
The names and street addresses of the person signing these articles of incorporation are:

NAME	ADDRESS
Jay E. Auerbach	2338 Hollywood Boulevard Hollywood, FL 33020

ARTICLE VIII

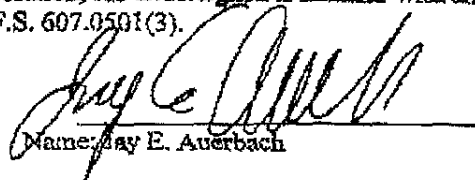
The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on October 27, 2004.


Name: Jay E. Auerbach

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for HOLLYWOOD ON THE BEACH, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: Jay E. Auerbach

Date: October 27, 2004.

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