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Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

florida reunion leisure holdings, inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

FLORIDA REUNION LEISURE HOLDINGS, INC.

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ARTICLE I.

The name of this Corporation is: **FLORIDA REUNION LEISURE HOLDINGS, INC.**

ARTICLE II.

The Corporation's principal place of business/mailling address is: One Southeast Third Avenue, Suite 2130, Miami, Florida 33131. This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III.

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V.
SECTION I.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

SECTION II.: VOTING RIGHTS:

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

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ARTICLE VI.
PREEMPTIVE RIGHTS:

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/she already holds, shall have the right to purchase his/her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII.

The street address of the initial registered office of this Corporation is: One Southeast Third Avenue, Suite 2130, Miami, Florida 33131, and the name of the initial registered agent of this Corporation at that address is: **COPROLITE CORPORATION.**

ARTICLE VIII.

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name(s) and address(es) of the initial Director(s) of this Corporation is/are:

Stephen A. Blass
One Southeast Third Avenue
Suite 2130
Miami, Florida 33131

Melvin F. Frankel
One Southeast Third Avenue
Suite 2130
Miami, Florida 33131

ARTICLE IX.

The name(s) and address(es) of the Officers of this Corporation is/are:

Stephen A. Blass, President and Treasurer
One Southeast Third Avenue, Suite 2130
Miami, Florida 33131

Melvin F. Frankel, Vice President and Secretary
One Southeast Third Avenue, Suite 2130
Miami, Florida 33131

ARTICLE X.

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

STEPHEN A. BLASS
One Southeast Third Avenue
Suite 2130
Miami, Florida 33131

ARTICLE XI.
AMENDMENT:

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8th day of November, 2004.

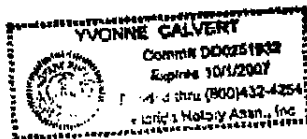
FLORIDA REUNION LEISURE HOLDINGS,
INC., a Florida corporation.

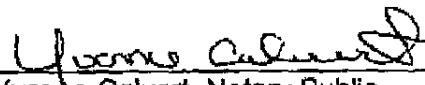
By: 
STEPHEN A. BLASS, Organizer

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, to me well known, personally appeared STEPHEN A. BLASS, who deposes and states that he executed the foregoing Articles of Incorporation for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 8th day of November, 2004 in the County and State aforesaid.




Yvonne Calvert, Notary Public,
State of Florida at Large
My Commission No: DD0251932
My Commission expires: 10/1/07

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.**

IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT FLORIDA REUNION LEISURE HOLDINGS, INC. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT One Southeast Third Avenue, Suite 2130, Miami, Florida 33131, HAS NAMED **COPROLITE CORPORATION**, LOCATED AT 2130 SUNBANK INTERNATIONAL CENTER, ONE SOUTHEAST THIRD AVENUE, MIAMI, FLORIDA 33131, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

FLORIDA REUNION LEISURE HOLDINGS, INC.,
a Florida corporation,

BY: [Signature]
STEPHEN A. BLASS, Organizer

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, WE HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF OUR DUTIES.

COPROLITE CORPORATION, a Florida
corporation.

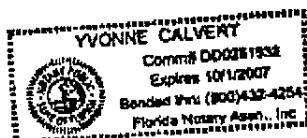
By: [Signature]
STEPHEN A. BLASS, Vice President

Dated: November 6, 2004

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS:

BEFORE ME, the undersigned authority, to me well known, personally appeared STEPHEN A. BLASS, who deposes and states that he executed the foregoing Articles of Incorporation for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 6th day of November 2004, in the County and State aforesaid.



[Signature]
Yvonne Calvert, Notary Public,
State of Florida at Large
My Commission No: DD0251932
My Commission expires: 10/1/07

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