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Fax Number : (850) 205-0381

From:

Account Name : SHUTTS & BOWEN, LLP
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

BATH CLUB INVESTMENTS CORPORATION

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**ARTICLES OF INCORPORATION
OF
BATH CLUB INVESTMENTS CORPORATION**

ARTICLE I - NAME

The name of this Corporation is BATH CLUB INVESTMENTS CORPORATION.

ARTICLE II - ADDRESS

The principal address of the Corporation is 201 S. Biscayne Boulevard, Suite 1500(JCD), Miami, Florida 33131.

The mailing address of the Corporation is 201 S. Biscayne Boulevard, Suite 1500(JCD), Miami, Florida 33131.

ARTICLE III - DURATION

This Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$0.01 par value common stock, which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Corporation Company of Miami, and its address is 201 S. Biscayne Boulevard, Suite 1500(JCD), Miami, Florida 33131.

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

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ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - INCORPORATOR

The name of the person signing these Articles is Jean-Charles Dibbs, and his address is 201 S. Biscayne Boulevard, Suite 1500(JCD), Miami, Florida, 33131.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of October, 2005.

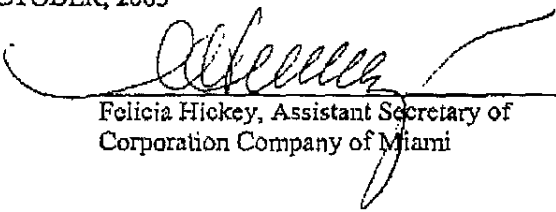


Jean-Charles Dibbs, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED AS OF THE 20th DAY OF OCTOBER, 2005



Felicia Hickey, Assistant Secretary of
Corporation Company of Miami