

To: FL Dept. of State
Subject: 001518 56333

From: Kevin Wonsch

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P 06000109181

Florida Department of State
Division of Corporations
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Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

001518.56333

FLORIDA PROFIT/NON PROFIT CORPORATION

CLUB FIFTY, INC.

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF**

CLUB FIFTY, INC.

ARTICLE I

The name of the corporation is CLUB FIFTY, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 315 S. Biscayne Boulevard, Miami, Florida 33131.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The street address of the Corporation's initial registered office is 515 E. Park Avenue, Tallahassee, FL 32301, and the name of its initial registered agent at such office is CorpDirect Agents, Inc.

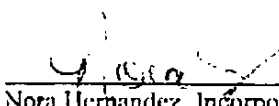
ARTICLE V

The name of the Incorporator is Nora Hernandez and the address of the Incorporator is 1221 Brickell Avenue, Miami, FL 33131, c/o Greenberg Traurig, P.A.

ARTICLE VI

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 18th day of August, 2006.



Nora Hernandez, Incorporator

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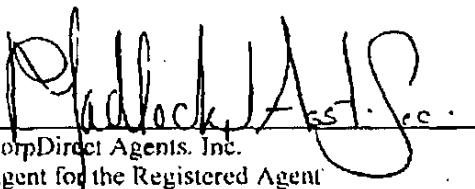
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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of CLUB FIFTY, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.


Michael J. Adcock, Esq.
CorpDirect Agents, Inc.
Agent for the Registered Agent

Dated: August 21st, 2006

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