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FLORIDA DIVISION OF CORPORATIONS

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DEPARTMENT OF STATE

311 CHESTNUT

STATE OF FLORIDA

P.O. BOX 1360

409 EAST GAINES STREET

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: HIGHLAIR RESORTS CORPORATION

FAX AUDIT NUMBER: H95000000381

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/10/1995

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ARTICLES OF INCORPORATION
OF
BELLEAIR RESORTS CORPORATION

ARTICLE I - Name and Address

The name of this corporation is BELLEAIR RESORTS CORPORATION. The mailing address of the corporation is: 25 Belleview Boulevard, Clearwater, Florida 34616. The address of the corporation's principal office is 25 Belleview Boulevard, Clearwater, Florida 34616.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Capital Stock

This corporation is authorized to issue 1,000 shares of common stock, having no par value, which shall be designated as "Common Shares."

ARTICLE IV - Preemptive Rights

Every shareholder, upon an offer for sale for cash of any new stock or authorized but unissued 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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 25 Belleview Boulevard, Clearwater, Florida 34616, and the name of the initial registered agent of this corporation at that address is MAMORU KUROSAWA.

Charles M. Tatelbaum, Esq
Johnson, Blakely, Pope, Bokor
Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, FL 34616
(813) 461-1818
Florida Bar No. 0177540

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ARTICLE VI - Incorporator

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

Name

Address

CHARLES M. TATELBAUM

911 Chestnut Street
Clearwater, Florida 34616

ARTICLE VII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE VIII - Amendment

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10 day of January, 1995.


CHARLES M. TATELBAUM

0059270.01(cab)
(1/10/95-d1)

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, BELLEAIR RESORTS CORPORATION, desiring to organize under the laws of the State of Florida, hereby designates MAMORU KUROSAWA, located at 25 Belleview Boulevard, Clearwater, Florida 34616, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.


MAMORU KUROSAWA

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(1/10/95-d1)