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FLORIDA DIVISION OF CORPORATIONS: 2/ 8

1/19/95

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,
1428 BRICKELL AVE
6TH FLOOR
MIAMI FL 33131-

FAX: (904) 922-4000

CONTACT: BEVERLY O RIEDY
PHONE: (305) 372-5000
FAX: (305) 372-0052

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SHORE CLUB HOTEL CORPORATION

FAX AUDIT NUMBER: H95000000767

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/19/1995

TIME REQUESTED: 14:27:07

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 076030000723

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1/19/95

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SHORE CLUB HOTEL CORPORATION

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1-19-85 : 15:14 :GEIGER KASDIN HELLER- DIV OF CORPORATIONS: 3/ 8

FA#: H95- 000000767

**ARTICLES OF INCORPORATION OF
SHORE CLUB HOTEL CORPORATION**

**ARTICLE I
NAME**

The name of the Corporation is SHORE CLUB HOTEL CORPORATION.

**ARTICLE II
DURATION**

This Corporation shall commence on January 19, 1995 and shall continue perpetually thereafter.

**ARTICLE III
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the corporation is: 1775 Collins Avenue, Miami Beach, Florida 33139.

**ARTICLE V
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

Keith J. Blum, Esq.
GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-6000
Facsimile: (305) 372-0052
Florida Bar Number: 0879185

FA#: H95- 000000767

FILED
JAN 19 1995
MILWAUKEE, WIS.

SENT BY:

1-19-95 : 15:15 :GEIGER KATHIN MELLER- DIV OF CORPORATIONS: 4/ 8

PA#: H95- 000000767

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 1775 Collins Avenue, Miami Beach, Florida 33139, and the name of the initial Registered Agent of this Corporation at that address is John Cashman.

ARTICLE VII
INCORPORATOR

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

Name

Address

John Cashman

1775 Collins Avenue
Miami Beach, Florida 33139

ARTICLE VIII
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE IX
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19th day of January, 1995.


John Cashman

PA#: H95- 000000767

SENT BY:

1-19-95 : 15:15 :GEIGER KASDIN MELLER- DIV OF CORPORATIONS:# 5/ 5

FA#: H95- 000000767

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMED REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

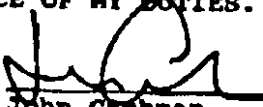
THAT SHORE CLUB HOTEL CORPORATION, DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED JOHN
CASHMAN, LOCATED AT 1773 COLLINS AVENUE, MIAMI BEACH, DADE COUNTY,
FLORIDA 33139, ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA.


John Cashman

Incorporator
TITLE

1/19/95
DATE

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


John Cashman

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