H. SIMO

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Verifier

Acknowledgment

W.P. Verifier

### ARTICLES OF INCORPORATION

The undersigned, acting as the Incorporator of a Florida Corporation pursuant to the General Business Corporation Act of the State of Florida, hereby adopts the following Articles of Incorporation for such Corporation:

#### ARTICLE I NAME

The name of the Corporation is:

## INTERAMERICAN RESORTS CORPORATION.

## ARTICLE II ADDRESS

The street address of the initial principal office and the mailing address of the Corporation is 711 S.W. 28th Road, Miami, FL 33129-2525.

#### ARTICLE III AUTHORIZED SHARES

The Corporation shall have the authority to issue Two Hundred Fifty Thousand (250,000) shares of ordinary common stock, of one class only, having a Par Value of One and 00/100 (\$1.00) Dollar, each.

# ARTICLE IV REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial Registered Office is 711 S.W. 28th Road, Miami FL 33129-2525; and the name of its initial Registered Agent at that office is Luis Lucas Fernance: Esq.

## ACCEPTANCE OF REGISTERED AGENT

I, Luis Lucas Fernandez, having been appointed to act as Registered Agent of *InterAmerican Resorts Corporation* hereby accept such an appointment and declare that I am familiar with, and accept, the obligations of that position.

Luis Lucas Fornandez, Esq.

ARTICLE V INCORPORATOR

The name and address of the Incorporator is Luis Lucas Fernandez, Esq., 711-8.V. 28th Road, Miami, FL 33129-2525.

#### ARTICLE VI INITIAL DIRECTORS

The names and address of the individuals who are to serve as initial Directors of the Corporation are:

Paul R. Jervis; and, Laura M. Jervis 10230 Collins Avenue, Suite 301/302 Bal Harbour, FL 33154

EXECUTED AND DELIVERED in the City of Miami, County of Dade, State of Florida this 28th day of February 1995.

Luis Lucas Fernandez, Esq.

Incorporator