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5/16/95

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: CORPORATE CREATIONS MIAMI
4437 SHERIDAN AVE

DEPARTMENT OF STATE

STATE OF FLORIDA

400 EAST GAINES STREET

TALLAHASSEE, FL 32399

MIAMI BEACH FL 33140-0000

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PHONE: (305) 538-9091

FAX: (305) 538-8994

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SUNSET BAY OF KEY WEST INC.

FAX AUDIT NUMBER: H95000005495

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/16/1995

TIME REQUESTED: 14:48:42

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 19, 1995

CORPORATE CREATIONS MIAMI

MIAMI BEACH,

SUBJECT: SUNSET BAY INC.
REF: W95000010644

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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Steven Godfrey
Corporate Specialist

FAX Aud. #: W95000005495
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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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Articles of Incorporation
of
Sunset Bay of Key West Inc.

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05 MAY 19 PM 4:32
TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is Sunset Bay of Key West Inc.

Article II. Address

The mailing address of the Corporation is:

Sunset Bay of Key West Inc.
1990 North Roosevelt Blvd.
Key West, FL 33040

Article III. Capital Stock

The Corporation shall have the authority to issue 2000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 672-6686

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Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Derek Parker
Joy Emanuel
Kimberly A. Parker
Eyal Emanuel

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of May 19, 1995.

The authorized representative of the incorporator executed these Articles of Incorporation on May 19, 1995.

Corporate Creations International Inc.

By: Joseph P. Mata
Joseph P. Mata, Secretary

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

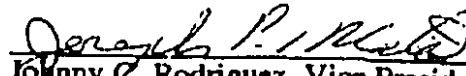
CORPORATION:
Sunset Bay of Key West Inc.

REGISTERED AGENT:
Corporate Creations Enterprises Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Corporate Creations Enterprises Inc.


Joanny C. Rodriguez, Vice President
By: Joseph P. Mata, as Attorney in Fact

Date: May 19, 1995

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 672-0686

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