

**ZWICK
& SHARPE**
ATTORNEYS

INJURIES
WRONGFUL DEATHS
CHILD MOLESTATION

AN ASSOCIATION OF
ATTORNEYS

WILLIAM S. ZWICK*
GARDNER SHARPE, JR.
KENNETH R. CATE

HENRI SCHNEIDER
EXECUTIVE DIRECTOR

GINA TABAK
EXEC. ADMIN. LIAISON

*LICENSED IN TENNESSEE

P9500040279

FILED

95 MAY 22 PM 2:13

May 17, 1995

RECEIVED STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
STATE OF FLORIDA
P.O. Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

Re: Members for a Better Club, Inc.
Articles of Incorporation

Dear Clerk:

Enclosed are the original and one (1) copy of the Articles of Incorporation for the above-named proposed Florida Corporation. Also, enclosed please find our check in the proper amount, representing payment of all taxes and fees for the customary filing of the Articles of Incorporation for this Corporation.

Kindly file the enclosed Articles of Incorporation for this Corporation and return a filing and acknowledgment letter along with a stamped copy of the Articles of Incorporation to the undersigned. If further is required at this time for appropriate filing, do not hesitate to contact me.

Thank you, in advance, for your courtesies in this matter.

Cordially,

ZWICK AND SHARPE, ATTORNEYS

By: 
William S. Zwick
Attorney

WSZ/gt

Enclosures: (1) Original and one copy of Articles of
Incorporation for Members for a
Better Club, Inc.
(2) Check in the amount of \$122.50

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ARTICLES OF INCORPORATION
OF
MEMBERS FOR A BETTER CLUB, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person and subscriber to these Articles of Incorporation, being competent and having the capacity to contract, hereby forms a Corporation under the laws of the State of Florida by adopting the following Articles of Incorporation for such Corporation.

ARTICLE I

The name of this Corporation is:

MEMBERS FOR A BETTER CLUB, INC.

ARTICLE II

The duration of the Corporation is perpetual.

ARTICLE III

The general purposes for which the Corporation is organized are as follows:

A. To engage in any activity and transact any and all lawful business permitted under the laws of the United States and the State of Florida, including, but not limited to, such business for which Corporations may be incorporated under the Florida General Corporation Act. In no way is this general purpose to be limited.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them, including, without limitation, the development of any and all real and personal property in the furtherance thereof, and the doing of any and all business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts and things necessary, proper, and/or convenient for or incidental to the furtherance or carrying out of the purposes set forth herein in the operation of the corporate business.

C. The nature of the corporate business for which this Corporation is being organized is to provide a full range of real estate, business, development, and investments services, engaging in all aspects thereof and incidental thereto.

ARTICLE IV

The maximum aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is ONE HUNDRED (100) shares of Common Stock. Such shares shall be of a single class and shall have a par value of NO Dollars (\$0.00) per share. This is a no par value stock pursuant to the terms of Florida Statute Section No. 607.364(4)(e). The Corporation shall issue said Common Stock consistent with the United States Internal Revenue Code Section 1244 so as to qualify for treatment thereunder, if applicable hereto. The Shareholders of the Common Stock of this Corporation shall have a proportional preemptive right in any and all subsequent issues of shares of stock by the Corporation at prices, terms, and conditions that shall be fixed by the Board of Directors. Those shares of Common Stock of this Corporation may be issued from time to time for money, property, or past services in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of Common Stock held by the holder and all shares of Common Stock currently authorized and issued.

ARTICLE V

The Registered Agent and the street address of the initial Registered office and the principal office and initial mailing address of this Corporation in the State of Florida shall be:

William S. Zwick
Attorney at Law
8448 Sanderling Road
Sarasota, Florida 34242

The Board of Directors from time to time may move the initial Registered Office to any other address within the State of Florida. The initial Registered Agent, upon accepting this designation, agrees to comply with the provisions of Florida Statute Section No. 48.091, as amended from time to time, with respect to keeping an office open for the purposes of Service of Process.

ARTICLE VI

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of the Corporation are as follows:

William S. Zwick
8448 Sanderling Road
Sarasota, Florida 34242

The initial Directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified in accordance with the Bylaws of this Corporation, whichever first occurs.

ARTICLE VII

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

William S. Zwick,
Attorney at Law
8448 Sanderling Road
Sarasota, Florida 34242

ARTICLE VIII

The Corporation reserves the right to amend, alter, modify, change, or repeal any provisions contained in these Articles of

Incorporation or any amendment to them, in any manner consistent with and prescribed by the Statutes and the laws of the State of Florida. Any and all right(s) conferred upon the Shareholders of this Corporation herein are subject to this reservation.

ARTICLE IX

The Bylaws of this Corporation may be altered, amended, modified, changed, or repealed and new Bylaws adopted by the Shareholders at any annual meeting of Shareholders or at any duly constituted special meeting of Shareholders called for that purpose, by two-thirds vote of the shares represented thereat.

ARTICLE X

The sale or other disposition of the shares of stock of this Corporation is restricted by the terms of a Buy and Sell Agreement, the original of which may be examined at the Registered office of the Corporation.

ARTICLE XI

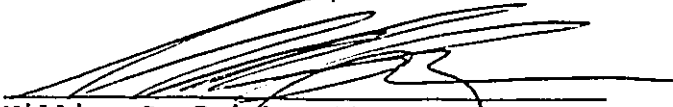
Each person, his/her heirs, executors, administrators, or estate, who is or was a Director or officer of the Corporation and as to whom the Corporation has agreed to grant indemnity shall be indemnified by the Corporation as of right to the fullest extent permitted and/or authorized by current or future legislation or by current or future judicial or administrative decision, against any fine, liability, cost, or expense, including attorneys' fees, asserted against him/her or incurred by him/her in his/her capacity as Director or Officer or arising out of his/her status as Director or Officer of the Corporation. The foregoing right of

indemnification shall not be exclusive of other rights to which those seeking an indemnification may be entitled. The initial Directors and/or Officers shall automatically by this provision be fully indemnified as herein set forth. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any fine, liability, cost, or expense, whether or not the Corporation would have the legal power to directly indemnify him/her against that liability.

ARTICLE XII

The Corporation shall initially elect to be taxed as a small business corporation under the Internal Revenue Code of 1954, known as a "Subchapter 'S' Election", which would have the Corporation taxed as a partnership for federal tax purposes.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has made, subscribed, and executed the foregoing Articles of Incorporation on this 18TH day of MAY, 1995.



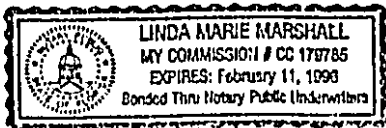
William S. Zwick, Attorney
Incorporator

STATE OF FLORIDA)
COUNTY OF SARASOTA)

Before me, the undersigned authority, personally appeared WILLIAM S. ZWICK, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal at Sarasota, in the County and State aforesaid, this 18th day of May, 1995.

My Commission Expires:



Linda Marie Marshall
Notary Public

ACCEPTANCE OF REGISTERED AGENT DESIGNATION

The undersigned hereby accepts the appointment as Registered Agent of MEMBERS FOR A BETTER CLUB, INC., which is contained in the foregoing Articles of Incorporation and agrees to comply with the provisions of the Florida statutes and laws pertaining to Registered Agents and offices, Florida Statute Section No. 48.091, as amended from time to time.

DATED, this 18th day of MAY, 1995.

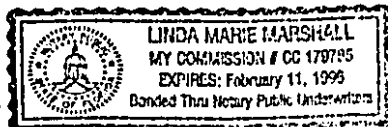

William S. Zwick, Attorney
Registered Agent

STATE OF FLORIDA)
COUNTY OF SARASOTA)

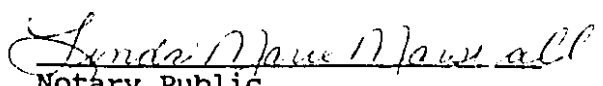
Before me, the undersigned authority, personally appeared WILLIAM S. ZWICK, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal at Sarasota, in the County and State aforesaid, this day of May 18, 1995.

My Commission Expires:



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Notary Public

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JUN 22 PM 2:13
SARASOTA
FLORIDA