

1201 HAYS STREET

80-342-8786

CLASSIFIED

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950046130



ACCOUNT NO. 072100000032

REFERENCE : 617391 80568A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : June 14, 1995

ORDER TIME : 10:59 AM

ORDER NO. : 617391

CUSTOMER NO: 80568A

CUSTOMER: Joseph M. Wehby, Esq
JOSEPH M. WEHBY, ESQ

Suite 204
8370 West Flagler Street
Miami, FL 33144

000001512820
-06/14/95--0104--002
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DOMESTIC FILING

NAME: FONTAINEBLEAU HOLDING COMPANY

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

DEPARTMENT OF CORPORATION
95 JUN 14 PM 11:41
95 JUN 14 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

T. BROWN JUN 14 1995

ARTICLES OF INCORPORATION

95 JUN 14 PM 1:44
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - EXECUTION: Undersigned hereby execute(s) and acknowledge(s) these Articles of Incorporation, in order to organize and incorporate a business for profit, under the Corporate name (*1) and at the initial business address (*2) stated in ARTICLE XIII.

ARTICLE II - PURPOSE(S) AND OBJECT(S): The Corporation is formed, pursuant to the specific Law (*3) and for the purpose(s) or object(s) of (*4) stated in ARTICLE XIII. The Corporation may engage in the stated business or specific profession and in any other transaction or business, permitted under the laws of the United States and of this State.

ARTICLE III - DURATION: The duration of this Corporation shall be perpetual. Corporate existence shall commence (*5) stated in ARTICLE XIII, provided that all of the requirements of the law are met.

ARTICLE IV - REGISTERED OFFICE - AGENT: The name of the Registered Agent (*6) and the street address of the Registered Office (*7) are stated in ARTICLE XIII.

ARTICLE V - NUMBER OF DIRECTORS: The number of the Board of Directors, if any, shall be determined, from time to time, by the By-Laws.

ARTICLE VI - SHARES: The number of authorized shares (*8), whether such shares shall be Par Value or No Par Value (*9) and the class of shares which are authorized (*10) are stated in ARTICLE XIII.

ARTICLE VII - INCORPORATOR(S) AND DIRECTOR(S): The name and address of each Incorporator (*12) is stated in ARTICLE XIII.

ARTICLE VIII - BROADEST POWERS; INCORPORATION BY REFERENCE: The Corporation shall have the broadest powers to do any and all things necessary, suitable, convenient, or proper for the accomplishment of any of the Purposes or the attainment of any of the Objects enumerated, or which, at any time, appear conducive or expedient for the protection or benefit of the Corporation either as holder of, or as to its interest in, any property or otherwise, with all the powers now or hereafter conferred, by the laws of this State, upon Corporations incorporated hereunder.

ARTICLE IX - INDEMNIFICATION: The Corporation shall Indemnify and hold harmless, any Party to a threatened, pending or completed action, suit, or proceeding, arising out of contract (as distinguished from tort), other than an action by, or in the right of, the Corporation, because he/she is or was a Director or Executive Officer thereof, against expenses (including attorneys' fees), judgments and amounts paid in settlement, actually and reasonably incurred in connection therewith, including appeals thereof, if he/she acted in good faith and in a manner, he/she reasonably believed to be in, and not opposed to, the best interest of the Corporation.

ARTICLE X - GENERAL: A. Shareholders shall not have a preemptive right to acquire unissued or treasury shares of the Corporation or its securities that are convertible into, or carry a right to subscribe to or acquire shares, unless otherwise stated (*13) in ARTICLE XIII.

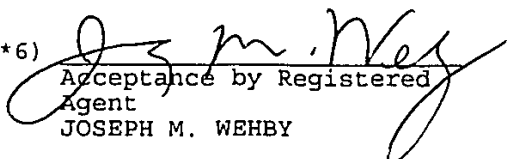
ARTICLE XI - ACCEPTANCE BY REGISTERED AGENT: The Party named (Individual or Corporation) (*6) in ARTICLE XIII agrees: to act as Registered Agent, and as such, to accept Service of Process; to keep the Registered Office open during the hours prescribed by Law; and to post such Agent's name and the name of any other Officers of the Corporation authorized by Law to accept Service of Process, at the address stated in this State, in some conspicuous place in the Registered Office, as required by Law.

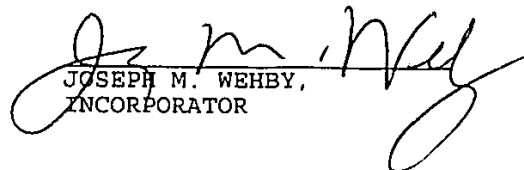
ARTICLE XII - SPECIAL PROVISIONS: Special Provisions are stated at (*14) in ARTICLE XIII.

ARTICLE XIII:

(*1) FONTAINEBLEAU HOLDING COMPANY	:Name	I
(*2) 8370 West Flagler Street, Suite 204 Miami, Florida 33144	:Address	I
(*3) Chapter 607, Florida Statutes	:Applicable Statute of Incorporation	II
(*4) All lawful purposes for which corporations may be incorporated under Chapter 607	:Specific Business or Licensed-Certified Professional	II
(*5) On filing	:Commencement of Corporate Existence	III
(*6) JOSEPH M. WEHBY, ESQUIRE	:Name of Registered Agent	IV

- (*7) FONTAINEBLEAU EXECUTIVE PLAZA
8370 WEST FLAGLER STREET, SUITE 204
MIAMI, FLORIDA 33144 :Address of Registered
Office IV
- (*8) 100 One Hundred :Number of Authorized
Shares VI
- (*9) One Dollar (\$1.00) par value :\$ Par Value or no
Par Value VI
- (*10) All shares are common voting and :Class of Shares VI
are entitled to receive the net
assets of the corporation equally
upon dissolution, however, voting
rights are limited pursuant to a
shareholder agreement in which
there are two (2) groups of shares
with different numbers of shares
but with each group of shares having
only one (1) vote
- (*11) JOSEPH M. WEHBY, ESQUIRE :Name and address of
8370 WEST FLAGLER STREET, SUITE 204
MIAMI, FLORIDA 33144 each Incorporator VII
- (*12) JOSEPH M. WEHBY, ESQUIRE :Name and address of
each Member of the
Initial Board of
Directors VII
- (*13) The initial shareholders only have :Preemptive Rights X
the right of first refusal for the
acquisition of any issue of shares
subsequently authorized.
- (*14) NONE :Special
Provisions XII

(*6) 
Acceptance by Registered
Agent
JOSEPH M. WEHBY


JOSEPH M. WEHBY,
INCORPORATOR