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*950006553*

ACCOUNT NO. : 072100000032

REFERENCE : 667877 80516A

AUTHORIZATION :

COST LIMIT : \$

ORDER DATE : August 23, 1995

ORDER TIME : 3:19 PM

ORDER NO. : 667877

CUSTOMER NO: 80516A

CUSTOMER: Carol Carlson, Legal Asst  
KELLEY HERMAN & MILLS

Suite 206  
1401 East Broward Boulevard  
Fort Lauderdale, FL 33301

800001568078  
-09/24/95--01018--002  
\*\*\*122.50 \*\*\*122.50

DOMESTIC FILING

NAME: CLUB MAKERS INTERNATIONAL,  
INC.

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: Jeanine Prezeau

EXAMINER'S INITIALS: \_\_\_\_\_

T. BROWN AUG 24 1995

RECEIVED  
95 AUG 24 PM 0 05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED

ARTICLES OF INCORPORATION  
OF  
CLUB MAKERS INTERNATIONAL, INC.

FILED  
95 AUG 24 AM 10:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is CLUB MAKERS INTERNATIONAL, INC.

ARTICLE II

This corporation shall exist in perpetuity.

ARTICLE III

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

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

ARTICLE V

The street address of the initial registered office of this corporation is 1401 E. Broward Blvd., Suite 206, Ft. Lauderdale, FL 33301 and the name of the initial registered agent of this corporation at that address is: Patrick G. Kelley. The principal office of this corporation is 1900 Glades Rd., Suite 441, Boca Raton, FL 33431.

ARTICLE VI

This corporation shall have two (2) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Paul Pope  
1900 Glades Rd., Suite 441  
Boca Raton, FL 33431

James Walker  
1900 Glades Rd., Suite 441  
Boca Raton, FL 33431

ARTICLE VII

The names and addresses of the persons signing these articles are:

Paul Pope  
1900 Glades Rd., Suite 441  
Boca Raton, FL 33431

James Walker  
1900 Glades Rd., Suite 441  
Boca Raton, FL 33431

ARTICLE VIII

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX

This corporation shall have all of the corporate powers

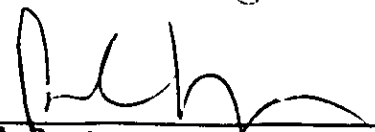
ARTICLE X


This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 3rd day of August, 1995.

  
\_\_\_\_\_  
Paul Pope

  
\_\_\_\_\_  
James Walker

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Paul Pope and James Walker, to me well known and known to me to be the individuals described in and who executed the foregoing instrument as subscribed thereto.

WITNESS my hand and official seal this 3rd day of August, 1995.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission expires:

June 9, 1997.



LINDA F GRAGG  
My Commission CC882847  
Expires Jun. 09, 1997  
Bonded by F&B  
888-488-1888

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT CLUB MAKERS INTERNATIONAL, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF BOCA RATON, STATE OF FLORIDA, HAS NAMED

PATRICK G. KELLEY  
1401 E. BROWARD BLVD., SUITE 206  
FT. LAUDERDALE, FL 33301


AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
PAUL POPE

  
JAMES WALKER

#### ACCEPTANCE

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 THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

  
PATRICK G. KELLEY  
Registered Agent

FILED  
95 AUG 24 AM 10:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA