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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: CONROAD COMMUNITY TENNIS SERVICES, INC.
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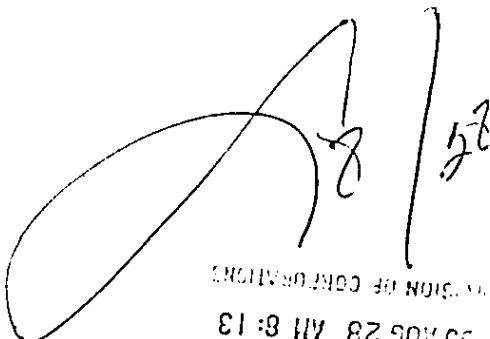
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TALLAHASSEE, FLORIDA



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ARTICLES OF INCORPORATION
OF

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TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is
CONRAD COMMUNITY TENNIS SERVICES, INC. - 1850 N.E. 168th STREET, MIAMI, FLORIDA
33181

Article II - Duration

This corporation shall commence business on the 5th DAY
of SEPTEMBER, 1995, and shall exist perpetually unless
dissolved according to law.

Article III - Purpose

This corporation is organized for the following purposes:

To transact any and all lawful
business for which corporation
may be incorporated under
Florida law.

Article IV - Capital Stock

This corporation is authorized to issue 7,000 shares
(\$1.00) par value common stock

JEROLD H. REICHLER
633 N.E. 167th ST #715
NMB, FL. 33162
FL. Bar#170310

(305) 655-9990

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Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1850 N.E. 168th STREET, MIAMI, FLORIDA 33181 and the name of the initial registered agent of this corporation at that address is CONRAD ROY BARIFFE.

Article VII - Initial Board of Directors

This corporation shall have 4 director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than 4. The name(s) and address(es) of the initial

director(s) of this corporation is(are):

- 1) Conrad Roy Bariffe (Snr) - 1850 N.E. 168th STREET, MIA, FL. 33181
- 2) Conrad Roy Bariffe (Jnr) - 1850 N.E. 168th STREET, MIA, FL. 33181
- 3) Adria Violet Bariffe - 1850 N.E. 168th STREET, MIA, FL. 33181
- 4) Violet Mill Diver - 1850 N.E. 168th STREET, MIA, FL. 33181

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Article VIII - Incorporator

The name and address of the person signing these Articles
is CONRAD ROY BARRIFFE - 1850 N.E. 168th STREET, MIAMI, FLORIDA

33181

Article IX - Bylaws

The power to adopt, alter, amend or repeal the bylaws shall be vested in the shareholders and the directors shall be specifically prohibited from adopting, repealing or amending the bylaws, or any part or parts thereof.

Article X - Amendments

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 subscriber has executed these Articles of Incorporation this 23rd day of AUGUST 1995.



SUBSCRIBER

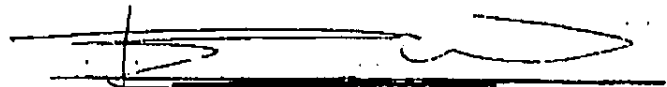
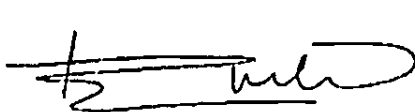
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STATE OF FLORIDA)
COUNTY OF DADE) SS

BEFORE ME, a Notary Public authorized to take acknowledgements
in the State and county set forth above, personally appeared
CONRAD ROY BARRIFFE known to me and known
to me to be the person who executed the foregoing Articles
of Incorporation, and he acknowledged before me that he
executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal, in the state and county aforesaid, this
23rd day of AUGUST, 19 95.

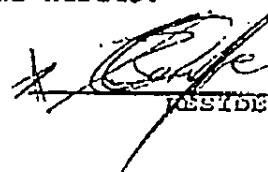


My comm.



PERSONALLY KNOWN BY ME
PRODUCED

The Resident Agent accepts the appointment as Resident Agent
and hereby affixes his name hereto.



RESIDENT AGENT

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TALLAHASSEE, FLORIDA

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