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CORPORATION(S) NAME

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Membership Agency, Ltd., c/o Hollywood, Fla.

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D. BROWN SEP - 5 1995

ARTICLES OF INCORPORATION

OF

MEMBERSHIP REALTY LTD. OF HOLLYWOOD, INC.

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SECRET
FALL 1995

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: MEMBERSHIP REALTY LTD. OF HOLLYWOOD, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 3980 Stirling Road, Hollywood, Florida 33021.

ARTICLE III

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, \$.00001 par value per share.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

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

Joseph L. Lents
3200 North Military Trail, Suite 210
Boca Raton, Florida 33431

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have two Directors initially.

ARTICLE VII

INITIAL DIRECTORS

The names and addresses of the initial Directors of this Corporation are:

Joseph L. Lents
3200 North Military Trail, Suite 210
Boca Raton, Florida 33431

Loretta A. Murphy
3200 North Military Trail, Suite 210
Boca Raton, Florida 33431

The persons named as 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, whichever occurs first.

ARTICLE VIII

INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Joseph L. Lents, and his address is 3200 North Military Trail, Suite 210, Boca Raton, Florida 33431.

ARTICLE IX

INDEMNIFICATION

This Corporation shall indemnify to the fullest extent permitted by Florida Statute 607.0850, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officer or director in his official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employees or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation. Pursuant to Florida

Statute 607.0850(9), no court order indemnification shall, under any circumstances, be permitted.

ARTICLE X

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Florida Statute 607.0901, as amended from time to time, relating to affiliated transactions.

ARTICLE XI

CONTROL SHARE ACQUISITIONS


This Corporation expressly elects not to be governed by Florida Statute 607.0902, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on September 1, 1995.


JOSEPH L. LENTS, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on September 1, 1995, by Joseph L. Lents, as Incorporator. Mr. Lents is personally known to me and did take an oath.


Notary Public
My Commission Expires:

(SEAL)

SYDNEY MONDA
Notary Public, State of Florida
My Comm. Expires Apr 22, 1998
No. CC 359676
Bonded To: Official Notary Service

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

MEMBERSHIP REALTY LTD. OF HOLLYWOOD, INC., a Corporation existing under the laws of the State of Florida with its principal office at 3890 Stirling Road, Hollywood, Florida 33021, has named Joseph L. Lents, whose address is 3200 North Military Trail, Suite 210, Boca Raton, Florida 33431, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.



JOSEPH L. LENTS

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CLERK OF COURT
JULIA A. HARRIS