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P96 0000003623

October 12th, 1995

Secretary of State  
Division of Corporations  
J. Edwin Larson Building  
The Capital  
Tallahassee, Florida 32304

RE: Around the Clock of South Beach, Inc.

Dear Sir/Madam:

400001682274  
-01/09/96--01043--006  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Enclosed herewith find "Articles of Incorporation of Around the Clock of South Beach, Inc.". Please file same and forward to the undersigned the appropriate Certificate of Incorporation. A check in the amount of \$122.50 is enclosed.

Your prompt attention to this matter will be greatly appreciated.  
Thank you.

Very truly yours,

MARC R. GINSBERG

:mkw  
Encl.

JAN 11 1996

BSA

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 JAN -8 AM 11:45

FILED

**ARTICLES OF INCORPORATION**  
**OF**  
**AROUND THE CLOCK OF SOUTH BEACH, INC.**

**FILED**  
96 JAN -8 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation, pursuant to the laws of the State of Florida, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

**ARTICLE I**

The name of this corporation is AROUND THE CLOCK OF SOUTH BEACH, INC.

**ARTICLE II**

The general nature of the business to be transacted by this corporation is:

1. That this corporation intends to engage in any activity or business permitted under the laws of the United and the State of Florida, for example, travel and convention services; except it is not to conduct a bank, safe deposit, trust insurance surety, express, railroad, canal, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition; to do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate of incorporation or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation whether or not such business is similar in nature to

the objects enumerated in its certificate of incorporation.

#### ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time One Hundred (100) shares of common stock at no (00/100) par value.

#### ARTICLE IV

The initial registered agent and the street address of the initial registered officer of this corporation is: MARC R. GINSBERG, ESQUIRE, 2964 Aviation Avenue, Second Level, Miami, Florida 33133.

#### ARTICLE V

This corporation is to exist perpetually, unless otherwise dissolved accordingly to law.

#### ARTICLE VI

The name and address of the Directors, Officers and Subscribers of this corporation are:

President/  
Director: Larry Stillman

Vice President:  
Paul Glassman, D.O.

Secretary/Treasurer:  
Jules Lawrence

Principal Offices Located at: 1464 Washington Avenue, Miami Beach, Florida 33139.

#### ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be increased from time to time, by By-Laws adopted by the stockholders, but shall never be less than

one (1).

ARTICLE VIII

These Articles of Incorporation may be amended in the manner provided by the law. Every amendment shall be approved by the directors, proposed by the stockholders and approved at the stockholder's meeting by a majority of the stock entitled to vote thereon.

THE UNDERSIGNED hereby declares and certifies that the facts herein are true and accordingly, this 31<sup>ST</sup> day of October, 1995.

LARRY STILLMAN, President/Director

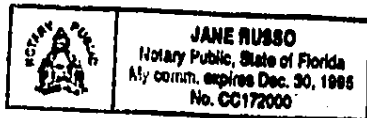
STATE OF FLORIDA )

COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of October, 1995 as to LARRY STILLMAN, to me personally known or who produced \_\_\_\_\_ as identification.

My commission expires: 12/30/95

Jane Russo  
NOTARY PUBLIC



FILED

96 JAN -8 AM 11:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

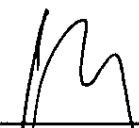
CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

First, that AROUND THE CLOCK OF SOUTH BEACH, INC., desiring to organize or qualify under the laws of the City of Miami, State of Florida, has named MARC R. GINSBERG, whose address is 2964 Aviation Avenue, Second Level, Miami, Florida 33133, as it's agent to accept service of process within Florida.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above-stated corporation, at place designated to 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 and complete performance of my duties.

  
\_\_\_\_\_  
MARC R. GINSBERG  
Registered Agent  
2964 Aviation Avenue  
Second Level  
Miami, Florida 33133