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STATE 3732 NW 16TH ST STATE OF FLORIDA 409 EAST GAINES STREET
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FAX: (904) 922-4000 PHONE: (904) 385-6735 FAX: (904) 385-6761
(((H96000001075))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: RETAIL RESORT CONCEPTS, INC. FAX AUDIT NUMBER: H96000001075
CURRENT STATUS: REQUESTED DATE REQUESTED: 01/23/1996 TIME REQUESTED:
09:09:02 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0 NUMBER OF
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P. 22

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
RETAIL RESORT CONCEPTS, INC.**

THE UNDERSIGNED, for the purposes of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, privileges, rights and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be Retail Resort Concepts, Inc.

ARTICLE II

The general character or nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding is: 100 shares of common stock and 1000 shares of non-voting stock; each share having a par value of \$1.00.

ARTICLE IV

The amount of capital with which this corporation shall begin business is \$100.00.

ARTICLE V

The initial street address of the principal office of this corporation is to be at 3769 Flagler Manor Circle, West Palm Beach, Florida 33411.

ARTICLE VI

The corporation shall have (1) one director. The number of Directors may be increased or diminished from time to time pursuant to the By-laws.

ARTICLE VII

The name and street address of the first Board of Directors of this corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

STUART A. RADER, ESQUIRE
Florida Bar No. 183047
1499 W. Palmetto Pk. Road - Suite 412
Boca Raton, Florida 33486
Telephone (407) 368-0543

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P. 23

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ARTICLE VIII

The name and street address of the incorporator is Lee G. Zoller of 1769 Flagler Manor Circle, West Palm Beach, Florida 33411.

ARTICLE IX

The corporation shall have perpetual existence.

ARTICLE X

The street address of the initial registered office of the corporation is Lee G. Zoller, 1769 Flagler Manor Circle, West Palm Beach, Florida 33411.

The name of the initial Registered Agent of the corporation is Lee G. Zoller, 1769 Flagler Manor Circle, West Palm Beach, Florida 33411.

ARTICLE XI

Stockholders of this corporation may enter into such stockholders' and trustee agreements as they may see fit wherein and whereby such stockholders may limit their voting rights by virtue of such stockholders' and trustee agreement.

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

EXECUTED THIS _____ DAY OF _____, 1996, and acknowledged that the foregoing shall be filed in the Office of Secretary of State of Florida.

Lee G. Zoller
LEE G. ZOLLER

CO:ZOLLER/ARTICLES INC

STUART A. EADER, ESQUIRE
Florida Bar No. 382047
1499 W. Palmetto Pk. Road - Suite 412
Boca Raton, Florida 33486
Telephone (407) 368-5545

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P. 24

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Sections 607.0501 and 48.091, Florida Statutes, (Act) the following is submitted in compliance with said Act:

That Retail Resort Concepts, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in its Articles of Incorporation, has named Lee G. Zoller located at 1769 Flagler Manor Circle, West Palm Beach, Florida 33411, as its agent to accept service of process within this State. The principal office of the corporation shall be 1769 Flagler Manor Circle, West Palm Beach, Florida 33411.

ACCEPTANCE

The undersigned hereby accepts the appointment as Registered Agent, pursuant to Section 607.0501, Florida Statutes, and states that he is familiar with, and accepts the obligations of that position.

Lee G. Zoller
Lee G. Zoller

January 18 1996

COMMING ATT

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TALLAHASSEE, FLORIDA

STUART A. BADER, ESQUIRE
Florida Bar No. 353047
1439 W. Palmetto Pk. Road - Suite 412
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Telephone (407) 368-0545

3

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