

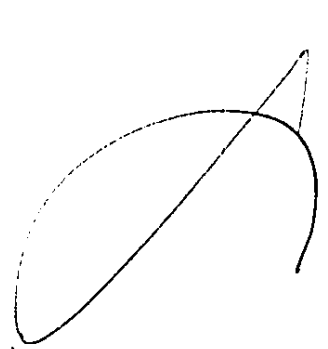
JAN-26-1996 13:00
S 12:00 PM
PUBLISHED ACCESS SYSTEM
((H98000001311))
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
400 EAST CHIEFS STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
FROM: EMPIRE CORPORATE KIT COMPANY
1492 W. FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3884
FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: A & B RESORTS INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

A & B RESORTS INC.

THE undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME OF CORPORATION

THE name of the corporation is A & B RESORTS
INC.

ARTICLE II

NATURE OF BUSINESS

THE corporation shall engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

Avelino C. Barcia
(305) 729-8861
8940 NW 148 TERRACE
Miami, FL 33076

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ARTICLE III
CAPITAL STOCK

THE maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is One Hundred (100) Shares of Common Stock \$1.00 par value.

All stock is to be issued as fully paid and non-assessable.

ARTICLE IV
RESTRICTION AND ALIENATION OF STOCK

IN furtherance and not in limitation of the power conferred by Statute, the following specific provisions are made for the regulation of business and conduct of the affairs of the corporation:

A. Any stockholder shall have the right and power without the consent of the other stockholders of the corporation to substitute for himself or themselves in the corporation other persons, whether they are stockholders or not, so long as the corporation or the then existing stockholders are first offered such stock. This does not limit the right of any stockholders of the corporation as a group for the sale of their stock, and should an agreement be confirmed to sell the stock to the corporation or to the then existing stockholders on an equally proportionate basis, then a sale may be consummated and if such a sale cannot be consummated, then,

B. The party desiring to sell all or part of his stock shall

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serve a notice upon all other stockholders by certified mail, return receipt requested, indicating that he has a bona fide offer for the sale of such of his stock, stating the number of shares to be sold, the name and address of the person(s) desiring to purchase same, and the sales price and terms of payment of such sale. Said notice must also contain an offer to sell such stock upon the terms and conditions set forth in the aforesaid bona fide offer of sale to the corporation or the other existing stockholders on an equally proportionate basis, or to a single stockholder.

C. For a period of thirty (30) days after the receipt of such notice, the corporation shall have the option to redeem the stock so offered. If the corporation fails to exercise such option, the other stockholders shall have the option to purchase such stock in equal amounts; however, should one or more of the stockholders not purchase his or their proportionate share of the offered stock, then the remaining stockholders may exercise the option individually, or if more than one, then, on an equally proportionate basis within thirty (30) days after the termination of the corporation's option to redeem.

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D. In the event that neither the corporation nor the other stockholders shall exercise the option to redeem or purchase, as the case may be, as provided herein, the offering stockholders shall be free to dispose of the shares of stock offered to the person named in the aforesaid bona fide offer of purchase at the price upon the terms and conditions set forth in the offer; PROVIDED HOWEVER, that such disposition must be made within thirty

(30) days following the termination of the stockholder's offer.

ARTICLE V

POWERS

THE corporation shall have all powers conferred by these Articles, corporate By-Laws, and the laws of the State of Florida and the United States of America.

ARTICLE VI

TERM OF EXISTENCE

THE existence of the corporation is perpetual.

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT

THE name and address of the initial registered agent is Avelino U. Garcia, 8940 N.W. 148 Terrace, Miami, Florida 33076. The principal office of this corporation is located at 8940 N.W. 148 Terrace, Miami, Florida 33076

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

THE corporation shall have at least one (1) director but no more than three (3) directors. The number of directors may be either increased or decreased from time to time as provided in the By-Laws.

The name and address of the initial director who shall

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hold office until the first shareholders meeting is Avelino U. Marcia,
8940 N.W. 148 Terrace, Miami, Florida 33016

ARTICLE IX

INFORMAL ACTION OF DIRECTORS

IF all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE X

INCORPORATOR

THE name and address of the Incorporator signing these Articles of Incorporation is Avelino U. Marcia, 8940 N.W. 148 Terrace, Miami, Florida 33016

ARTICLE XI.

INTERESTED OFFICERS AND DIRECTORS INDEMNIFICATION

NO contract or other transaction between this corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of this corporation is or are interested in, or is a Director or officer, or are Directors or Officers of such corporation, and any Director or Directors, individually or

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jointly, may be a party or parties to, or may be interested in any such contract or transaction of this corporation, or in which this corporation, with any person or persons, firms or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of this corporation is hereby relieved from any liability except for fraud, that might otherwise exist from this contracting with this corporation, in which he may be in any way interested. Any Director of this corporation may vote upon any contract or any other transaction between this corporation and any subsidiary or controlled corporation without regard to the fact that he is also a Director of such subsidiary or controlled corporation.

Any person made a party to any action, suit or proceeding relating to the performance by him, his testator or intestate, of his duties as Director, Officer or employee of this corporation or any corporation which he served as such at the request of this corporation, shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Officer, Director, or employee is liable for gross negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other right to which such Director, Officer, or employee may be entitled to by law.

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ARTICLE XII

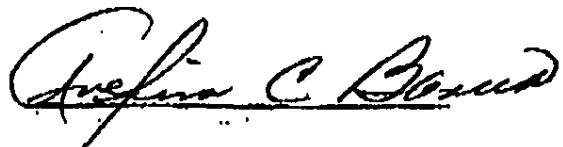
THE stock of the corporation may be issued pursuant to the provisions under Section 1244 of the Internal Revenue Code in order for the stockholders of the corporation to receive the benefits thereunder.

ARTICLE XIII

AMENDMENT OF ARTICLES

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 stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has signed and sealed these Articles of Incorporation this 24th day of JANUARY, 1996



STATE OF FLORIDA)
) ss.:
COUNTY OF DADE)

I HEREBY CERTIFY that on this date personally appeared ANGELINA C. BORJA, before me, an Officer duly authorized to take acknowledgments and administer oaths in the State of Florida, to me well known to be the person described in or who has produced Florida driver's license as identification and who executed the

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foregoing Articles of Incorporation, and who acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 24 day of JANUARY 1996, at Miami, Dade County, State of Florida.


NOTARY PUBLIC
Commission No. CC418901



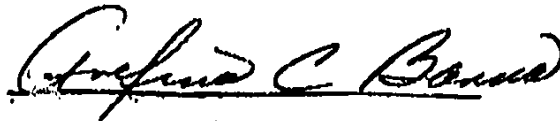
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM SERVICE MAY BEEN SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

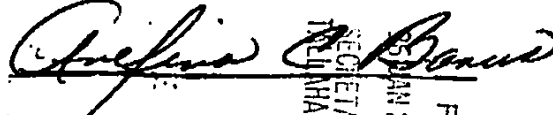
FIRST: That A & B RESORTS INC. . desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named Avelino U. Barcia ., located at 8440 N.W. 148 Terrace, Miami, Florida 33016, as its Agent to accept service of process within Florida.



TITLE: DIRECTOR

DATE: January 24, 1996

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 AND COMPLETE PERFORMANCE OF MY DUTIES.



DATE: January 24,

FILED
JAN 26 PM 4:36
CLERK OF STATE
TALLAHASSEE, FLORIDA