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OF COUNSEL
NEAL R. SONNITT
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N. MARK LAM
Admitted in California

January 29, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100001705391
-02/02/96--01.770--018
***122.50 ***122.50

RE: Alligator Sports Tours and Travel Company

Dear Sir/Ms.:

Enclosed you will find the Articles of Incorporation and check no. 3110 in the amount of \$122.50 for filing fees in the above-styled corporation.

If you have any questions, please feel free to contact this office.

Very truly yours,

DE LA O, MARKO & WANG



David Everett Marko

DEM:skm
Encl.

FILED
96 FEB -2 PM 2:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GB 2/7/96

STATE FLORIDA
ARTICLES OF INCORPORATION OF
ALLIGATOR SPORTS TOURS AND TRAVEL COMPANY

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

1. The name of the Corporation is: ALLIGATOR SPORTS
TOURS AND TRAVEL COMPANY.
2. The period of its duration is perpetual.
3. The purpose is to engage in any activities or business
permitted under the laws of the United States and
Florida.
4. The corporation shall have authority to issue 100 shares,
all of one class, \$1.00 par value.
5. The address of its principal place of business is 2220
Southwest 28th Street, Coconut Grove, Florida 33133.
6. The initial registered agent of the corporation is David
Everett Marko, One Biscayne Tower, 2 South Biscayne
Boulevard, Suite 2600, Miami, Florida 33131.
7. The number of directors constituting its initial board of
directors is one (1). The name and address of the
director of this Corporation, who shall hold office for the
first corporate year or until their successors are chosen
is:

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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NAME AND ADDRESS

TITLE

David Van Buron
2220 Southwest 28th Street
Coconut Grove, Florida 33133

Director

8. The name and address of the incorporator is David Everett Marko, One Biscayne Tower, 2 South Biscayne Boulevard, Suite 2600, Miami, Florida 33131.
9. Preemptive Rights shall be as follows: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Shareholders, such of the shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (and issued) shares of common stock held by the holder to all shares of common stock currently authorized (and issued).
10. Where shareholder approval is required for any action, each shareholder shall be entitled to vote equal to the number of shares he or she may own. The approval of any action shall require the affirmative vote of not less than fifty-one percent (51%) of all of the issued and outstanding shares.

11. The business and affairs of the Corporation shall be managed by the shareholders and the Board of Directors.

DATED this 11th day of January, 1996.



David Everett Marko
Incorporator

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted,
in compliance with said Act:

Residential Holdings, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Miami, State of Florida, has named David Everett Marko, One Biscayne Tower, 2 South Biscayne Boulevard, Suite 2600, Miami, Florida 33131, as REGISTERED AGENT to accept service of process within this state.

ACCEPTANCE OF REGISTERED AGENCY

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



David Everett Marko
Registered Agent

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SEC. OF STATE
TALLAHASSEE, FLORIDA