

2/26/99

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF REVENUE
STATE OF FLORIDA
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: REGORT INVESTORS, INC.

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ARTICLES OF INCORPORATION
OF
RESORT INVESTORS, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned person, 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 shall be RESORT INVESTORS, INC.

ARTICLE II - DURATION OF EXISTENCE

This corporation shall exist perpetually, commencing on the date these Articles are filed in the office of the Secretary of State.

ARTICLE III - PLACE OF BUSINESS

The corporation's principal place of business shall be 517 S.W. First Avenue, Ft. Lauderdale, FL 33301.

ARTICLE IV - GENERAL PURPOSES

The purpose of this corporation is to engage in any activities or lawful business permitted for corporations under both the laws of the United States of America and the State of Florida.

ARTICLE V - CAPITAL STOCK

(I) The corporation shall have authority to issue ten thousand shares (10,000) of common stock, all of one class, with a par value of One Dollar (\$1.00) per share.

(II) All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right

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Glenn R. Mee, Esq.
517 SW 1st Avenue
Ft. Laud., FL 33301
(305) 524. 4169
FBN. 239119

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or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of stock to be issued as hereinafter set forth, and when so issued, shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive and binding upon the present subscribers or future stockholders of the corporation.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The address of the initial registered office is 517 S.W. First Avenue, Fort Lauderdale, Florida 33301, and the name of its initial registered agent at said address is Glenn R. Mee.

ARTICLE VII - BOARD OF DIRECTORS

(I) The corporation shall have a minimum of one (1) director, and shall have two (2) directors initially. The number of directors may be increased from time to time by amendment of the By-Laws.

(II) The name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until its successors are elected and qualify, are:

Lawrence G. Bass
11 E 86th St Apt. #11A
New York, NY 10028

Joel Israel
11436 N Bayshore Dr
N Miami, FL

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of the corporation is Glenn R. Mee, P.A., 517 S.W. First Avenue, Ft. Lauderdale, FL

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IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 23 day of February, 1996.

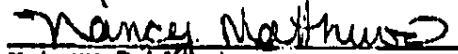


GLENN R. MEE

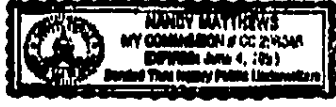
STATE OF FLORIDA
COUNTY OF BROWARD

THE FOREGOING Articles of Incorporation were acknowledged before me this day by GLENN R. MEE, who is personally known to me or had produced a n/a as identification and did take an oath.

WITNESS my hand and official seal in the county and state last aforesaid this 23 day of February, 1996.



Nancy Matthews
Notary Public
My Commission Expires:



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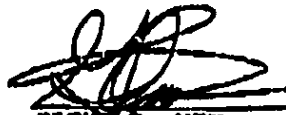
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

The following is submitted, in compliance with Section 48.091,
Florida Statutes,

THAT RESORT INVESTORS, INC., a corporation organizing under
the laws of the State of Florida, has named GLENN R. MEE as its
Registered Agent to accept service of process within this state,
whose registered office is located at 517 S.W. First Avenue, Fort
Lauderdale, Florida 33301.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
entitled corporation, at the place designated in this Certificate,
I hereby accept to act in this capacity, and agree to comply with
the provisions of said Act relative to the proper and complete
performance of my duties.



GLENN R. MEE
517 S.W. First Avenue
Fort Lauderdale, FL 33301

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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HERITAGE RESORT.ANY

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