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Law Office of

Michael A. Shapiro

From

Irwin S. Gars

Of Counsel

February 22, 1996
Via United Parcel Service

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

Re: FUN SUN CITY, INC.

To whom it may concern:

100001724851
-02/27/96--01044--014
****122.50 ****122.50

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation.

Please forward the undersigned a certified copy of the Articles of Incorporation in the self addressed, stamped envelope which has been enclosed for your convenience.

Also enclosed, please find our check in the sum of One Hundred Twenty Two Dollars and Fifty Cents (\$122.50) as your fee for filing the Articles.

Thank you.

Sincerely yours,


Irwin S. Gars

c:\wpfiles\corps\corp.ltr.

FILED
96 FEB 26 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SMS
2/28/96

**ARTICLES OF INCORPORATION
OF
FUN SUN CITY, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is **FUN SUN CITY, INC.**

ARTICLE II - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This Corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - INCORPORATOR

The name and address of the initial incorporator and subscriber hereto is as follows: Mr. Leon Atkind, 2200 South Ocean Lane, Unit 2100, Ft. Lauderdale, Broward County, Florida 33316.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

There shall be at least one (1) member of the Board of Directors of the Corporation. The names and addresses of the parties which are to serve as Director(s) until the next election are as follows:

Kenneth Klein, 10760 Biscayne Boulevard, Miami, Florida 33161
Leon Atkind, 2200 S. Ocean Lane, Unit 2110, Ft. Lauderdale, Florida 33316
Irwin S. Gars, 2665 S. Bayshore Drive, Suite M-103, Coconut Grove, Florida 33131

The Board of Directors shall serve for a term of one (1) year, and shall be responsible for electing the Officers of the Corporation. The Officers of the Corporation shall consist of a President and a Secretary, and such other offices as the Board of Directors may from time to time determine is appropriate in order to carry out the activities of the Corporation.

ARTICLE VIII - OFFICERS

The duties of the Officers of the Corporation shall be fixed in the By-Laws of the Corporation. Officers shall be elected annually. Officers of the Corporation, until the next election are as follows:

Kenneth Klein	President
Leon Atkind	Secretary/Treasurer

ARTICLE IX - INITIAL PRINCIPAL PLACE OF BUSINESS

The street address for the initial place of business is: 1342 S.W. 160th Avenue, Sunrise, Broward County, Florida 33326.

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation and name of the initial registered agent of this Corporation is: Irwin S. Gars, 2665 South Bayshore Drive, Suite M103, Coconut Grove, Florida 33133.

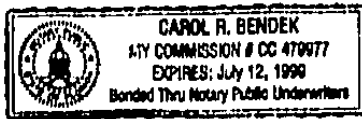
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this ____ day of February, 1996.

Leon Atkind
Leon Atkind, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Leon Atkind, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 22nd day of February, 1996.



Carol R. Bender
NOTARY PUBLIC, STATE OF FLORIDA

Commission Stamp, Seal or Expiration Date:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated herein, 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, to wit: Section 607.034 and 607.037 of the Florida Statutes.

DATED: 2/22/96

Irwin S. Gars
Irwin S. Gars, as Registered Agent

clients/atkind...AFUNSUN.ART

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA