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OF  
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ANTHONY M. LIVOTI, JR.  
MEMBER OF FLORIDA, NEW YORK  
& WASHINGTON D.C. BARS

ROBERT P. BIRONNETTE  
MEMBER OF FLORIDA BAR

EFFECTIVE DATE  
3/7/96

OF COUNSEL

DONALD E. ORWALD  
MEMBER OF FLORIDA BAR

KENNETH D. TAQUE  
MEMBER OF FLORIDA  
& TEXAS BARS

March 7, 1996

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

800001739668  
-03/12/96-01060-017  
\*\*\*122.50 \*\*\*122.50

Re: CLUB ORLANDO, INC.

Gentlemen:

Enclosed please find original and duplicate of proposed Articles of Incorporation for CLUB ORLANDO, INC. along with my check in the amount of \$122.50 to cover the cost of filing same.

Once filed, please forward copy to the undersigned.

Very truly yours,

  
ANTHONY M. LIVOTI, JR.

AML:as  
encl.

FILED  
96 MAR 11 PM 1:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SAB  
3/15/96

EFFECTIVE DATE  
3/7/96

ARTICLES OF INCORPORATION  
OF  
CLUB ORLANDO, INC.

FILED  
96 MAR 11 PM 1:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE 1

The name of the corporation is CLUB ORLANDO, INC.

ARTICLE 11

This corporation shall have perpetual existence, and shall commence upon the signing and acknowledging of these Articles.

ARTICLE 111

This corporation is organized for the purposes of transacting any and all lawful business.

ARTICLE IV

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

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 VI

Every shareholder, upon sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

The street address of the initial registered agent of this corporation is 721 N.E. 3rd Avenue #2, Fort Lauderdale, Florida 33304 and the name of the initial registered agent of this

corporation at that address is ANTHONY M. LIVOTI, JR., ESQ.

#### ARTICLE VIII

This corporation shall have one director initially. The number of directors may increase from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is as follows:

<u>Name</u>	<u>Address</u>
ANTHONY M. LIVOTI, JR., ESQ.	721 N.E. 3rd Ave. #2 Ft. Laud. Fl. 33304

#### ARTICLE IX

The stock of this corporation shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as added by the Small Business Tax Revision Act of 1958. The amount of capital which this corporation will begin business shall not be less than Five Hundred (\$500.00) Dollars.

#### ARTICLE X

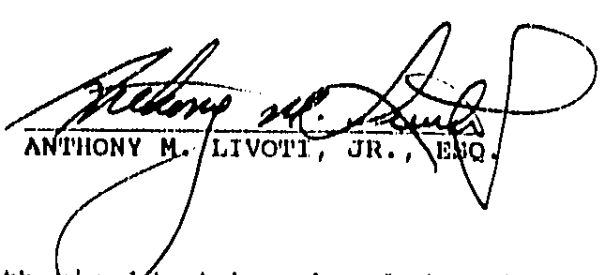
The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
ANTHONY M. LIVOTI, JR., ESQ.	721 N.E. 3rd Ave. #2 Ft. Laud., Fl. 33304

#### ARTICLE XI

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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7th day of March, 1996.

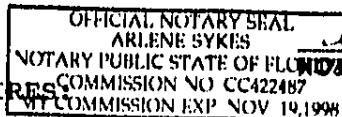
  
ANTHONY M. LIVOTI, JR., ESQ.

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared ANTHONY M. LIVOTI, JR., ESQ. known to me and known by me to be the person who executed these Articles of Incorporation, and acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 7TH day of March, 1996.

MY COMMISSION EXPIRES  
NOTARY PUBLIC



NOTARY PUBLIC

ARLENE SYKES

96 MAR 11 PM 1:23  
FILED

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

In pursuant of Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That CLUB ORLANDO, INC. desiring to organize under the laws of the State of Florida, with its principal office located at 721 N.E. 3rd Avenue, #2, Ft. Laud., Fl. 33304 as indicated in the Articles of Incorporation, has named ANTHONY M. LIVOTI, JR., ESQ. located at 721 N.E. 3rd Avenue #2, Ft. Laud., Florida 33304 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been made 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 provisions of said Act relative to keeping open said office.

  
ANTHONY M. LIVOTI, JR., ESQ.