

896000032280
OCEAN RESORT PROPERTIES, INC

2455 East Sunrise, Blvd., Suite 420
Fort Lauderdale, FL 33304
954-561-6922
Fax: 954-561-7943

March 15, 1996

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Attention: New Filings

Enclosed herewith are Articles of Incorporation and Certificate of Registered Agent for the above referenced corporation.

Our check for filing fees and certified copies in the amount of \$122.50 is also enclosed. We have provided a pre-addressed Federal Express Waybill for your convenience to return the certified copies.

Respectfully submitted,

Charles Bernardi
Charles Bernardi
Registered Agent

FILED
APR 15 AM 7:11
TALLAHASSEE, FLORIDA

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5/1/96
JB



FLORIDA DEPARTMENT OF STATE

Sandra B. Morthum
Secretary of State

March 21, 1996

CHARLES BERNARDI
2455 EAST SUNRISE BLVD. STE 420
FORT LAUDERDALE, FL 33304

SUBJECT: OCEAN RESORT PROPERTIES, INC.
Ref. Number: W96000006139

We have received your document for OCEAN RESORT PROPERTIES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 596A00013058

ARTICLES OF INCORPORATION
OF
OCEAN RESORT PROPERTIES, INC.

The undersigned for the purpose of forming a corporation for profit under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:
OCEAN RESORT PROPERTIES, INC

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

OCEAN RESORT PROPERTIES, INC., is organized for the purposes of:
(1) Development and construction in conjunction with General Contractors concerning commercial and residential property of every kind including hotels, shopping centers multi residential units and acquisition of real property of every kind and character, or mixed, tangible or intangible, wherever situated and however held, including, but not limited to real estate, land leases, documents of title, and accompanying rights.

(2) to acquire by purchase, subscription, contract, or otherwise and to hold for investment or otherwise, to sell, discount or rediscount, exchange, mortgage, pledge, or otherwise dispose of, and generally to deal in and with all forms of underlying financial guarantees including commercial bank obligation instruments, bonds, debentures, notes and choice of action of all kinds as principal and while the holder thereof, to exercise all the rights and privileges of ownership.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(3) To borrow money, and to draw, make, accept, endorse, issue, sell, or otherwise deal lawfully in promissory notes, bonds, debentures, bills of exchange, or any other negotiable or transferable obligations or instruments from time to time for any purpose of, or concerning the business of the corporation.

(4) To endorse or guarantee the payment of principal of, or interest on, bonds, notes, or other evidence of indebtedness or obligations, and to guarantee the performance of any other contracts or other undertakings in which the corporation may otherwise be or become interested, of any corporation, association, partnership, firm, trustee, syndicate, individual, or governmental division or subdivision, domestic or foreign, insofar as may be permitted by law; and,

(5) To transact any lawful lending of monies on such terms as may seem expedient, and in particular to make private loans to customers having dealings with the corporation; and to receive guaranties and security for the loans in which the corporation shall originate.

(6) To enter into partnership agreements and joint ventures with any person, firm, association or corporation engaged in carrying on any business in which the corporation is authorized to engage, or in connection with carrying out all or any of the purposes of this corporation.

(7) To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any authority herein set forth, either alone or in conjunction with other corporations, firms, or individuals, and either as principal or agent, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above-mentioned objects, purposes, or authority.

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(8) To have and to exercise all the power now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto.

ARTICLE IV. CAPITAL STOCK

The aggregate amount of total authorized capital stock this corporation proposes to issue without further notice is:

Class:	Shares	Par Value
Common	25,000,000	\$0.01
Preferred	10,000	\$1.00

Such stock may be issued from time to time without action taken by shareholders, for such consideration as may be fixed from time to time by the board of directors, and shares so issued will constitute full consideration which has been paid or delivered, shall be deemed fully paid stock and the holder of such shares shall not be liable for any further payment thereon.

ARTICLE V. PREEMPTIVE RIGHTS GRANTED.

Each holder of any class of stock of the corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI. DIRECTORS

The Board of Directors of the corporation shall consist of not less than one (1) nor more than seven (7) members.

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The initial Board of Directors are as follows:

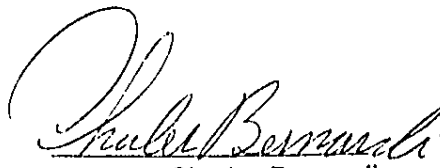
Name	Address
Charles Bernardi	2455 East Sunrise Blvd Suite 420 Fort Lauderdale, FL 33304
Henry Pinkenstein	2201 West Rd., Sturtevant, Wisconsin 53177
Thomas Downs	777 N. Hwy. A1A Suite 201 Indian Atlantic, FL 32903

ARTICLE VII. REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of the corporation is:

CHARLES BERNARDI
2455 East Sunrise Blvd, Suite 420
Fort Lauderdale, FL 33304

IN WITNESS WHEREOF, I have subscribed my name this 12th Day of
March 1996.


Charles Bernardi
Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF
BUSINESS IN THE STATE OF FLORIDA UPON WHOM PROCESS MAY BE
SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: OCEAN RESORT PROPERTIES, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 2455 EAST SUNRISE BLVD., SUITE 420, FORT LAUDERDALE, STATE OF FLORIDA 33304, has named CHARLES BERNARDI located at that address, as its agent to accept service of process within this state.

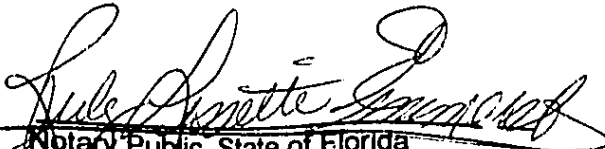
Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Charles Bernardi
Registered Agent

BROWARD COUNTY
STATE OF FLORIDA

ON THIS DAY, before me, an officer duly authorized to administer oath and take acknowledgments in the County and State aforesaid, personally appeared CHARLES BERNARDI, who is well known to be the incorporator described in and who executed the foregoing Articles of Incorporation of OCEAN RESORT PROPERTIES, INC., and who acknowledged that he executed the same as such Incorporator for the purposes therein expressed.

WITNESS my hand and official seal at Fort Lauderdale, Florida on this 21st day of March 1996.


Notary Public, State of Florida
My commission Expires:



Ruby Lissette Emmert
MY COMMISSION # CC501341 EXPIRES
October 12, 1999
BONDED THRU TROY FAIR INSURANCE, INC.