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ADAM R. SCHIFFMAN
NICOLE J. HUESMANN

April 17, 1996

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
400 East Gaines Street
Tallahassee, Florida 32301

RE: ARTERY GALLERIES, INC.

800001785996
-04/18/96--01097--010
*****122.50 *****122.50

Dear Sir or Madam:

Enclosed for filing is the original and one copy of the Articles of Incorporation of Artery Galleries, Inc.

Enclosed also is our firm's check in the amount of \$122.50 which covers the fee for filing and a certified copy. Please return the certified copy of the Articles as soon as possible.

Your early attention to this matter will be appreciated.

Very truly yours,


NICOLE J. HUESMANN

EFFECTIVE DATE :
4-17-96

NJH:sk
Encls.

APR 22 1996

BSB

FILED
96 APR 18 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ARTERY GALLERIES, INC.

FILED
96 APR 18 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

EFFECTIVE DATE
4-17-96

NAME AND ADDRESS

The name of the Corporation shall be:

ARTERY GALLERIES, INC.

The Corporation's address is 6201 Metroplantation Road, Fort Myers, Florida 33912.

ARTICLE II

DURATION

The corporation shall commence its existence on April 17, 1996, and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III

PURPOSE

It is the purpose of this corporation to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and the street address of the initial registered office of the Corporation is Adam R. Schiffman, 2000 Northeast 101 Street, Suite 000, Aventura, Florida 33180.

ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Incorporator is Adam R. Schiffman, 2000 Northeast 101 Street, Suite 000, Aventura, Florida 33180.

ARTICLE VII

INDEMNIFICATION

The corporation shall indemnify any Incorporator, Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17 day of April, 1996.



Adam R. Schiffman

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of his duties.

DATED this 17 day of April, 1996.

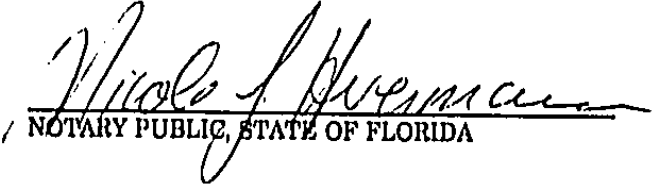


Adam R. Schiffman

STATE OF FLORIDA :
: SS.
COUNTY OF DADE :

BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared Adam R. Schiffman, known to me and known to be the person who, as Incorporator and Registered Agent, executed the foregoing Articles of Incorporation of Worldwide Hotels, Inc., and he/she acknowledged before me that he/she executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 17 day of April, 1999.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

OFFICIAL NOTARY SEAL
NICOLE J HUESMANN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC534487
MY COMMISSION EXP. FEB. 20, 2000