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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: THE ASSOCAITES COUNTRY CLUB INC.  
FAX AUDIT NUMBER: H90000008359  
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ARTICLES OF INCORPORATION  
OF  
THE ASSOCIATES COUNTRY CLUB INC.

The undersigned subscriber to these Articles of Incorporation,  
a natural person competent to contract, hereby forms a corporation  
under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be:

THE ASSOCIATES COUNTRY CLUB INC.

The principal place of business of this corporation shall be:

1921 N.W. 36 Avenue  
Miami, Florida 33125.

ARTICLE II  
NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful  
activities or business permitted under the laws of the United  
States, the State of Florida, or any other state, country,  
territory or nation.

ARTICLE III  
DURATION

This corporation shall exist in perpetuity.

ARTICLE IV  
STOCK

The maximum number of shares of stock that this corporation is  
authorized to have outstanding at any one time is one hundred (100)  
shares of common stock, having no par value per share which shall  
be designated as common shares, requiring a paid in capital of  
\$500.00.

PREPARED BY: RICHARD M. SEPLER, ESQ.  
2997 Day Avenue, Miami, Fl. 33133  
305-444-6101  
Fla. Bar. 072391

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ARTICLE V  
RIGHT OF SHARES OF CAPITAL STOCK

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, each share having one (1) vote.

Nothing in these Article shall be construed to allow for cumulative voting of said shares.

ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 1921 N.W. 36 Avenue, Miami, Florida 33125, and the name of the initial Registered Agent of the corporation at that address is Alina M. Borges.

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director, initially. The number of directors may either be increased or decreased, from time to time, by the By-laws, adopted by the corporation. The name and street address of the initial member of the Board of Directors is:

Alina M. Borges  
President, Secretary  
1921 N.W. 36 Avenue  
Miami, Florida.

ARTICLE VIII  
AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX  
BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE X  
OFFICERS

The name and address of the initial officer of the corporation

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who shall hold office for the first year of the corporation or until his successors are elected or appointed is:

Alina M. Borges  
President, Secretary  
1921 N.W. 36 Avenue  
Miami, Florida.

**ARTICLE XI  
SUBSCRIBER**

The name and street address of the subscriber to these Articles of Incorporation is:

Alina M. Borges  
1921 N.W. 36 Avenue  
Miami, Florida.

**ARTICLE XII  
SPECIAL PROVISION**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 18 day of June, 1996.

Alina M. Borges  
ALINA M. BORGES

STATE OF FLORIDA )

COUNTY OF DADE )

The foregoing instrument was sworn to, subscribed and acknowledged before me this 18 day of June, 1996, by ALINA M. BORGES, who is personally known to me or has produced a Driver's license as identification and who did take an oath.

OFFICIAL NOTARY SEAL  
MARIA H. DIAZ NOVA  
NOTARY PUBLIC, STATE OF FLORIDA  
COMMISSION NO. 42177072  
MY COMMISSION EXPIRES JAN. 2, 1997

Maria E. Diaz Nova  
By: MARIA E. DIAZ NOVA  
NOTARY PUBLIC, State of Florida

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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.

In compliance with Chapter 40, Section 40.091, Florida Statutes, the following is submitted:

First That THE ASSOCIATES COUNTRY CLUB INC., a Florida corporation, with its principal place of business as indicated in the Articles of Incorporation, desiring to organize or qualify under the laws of the State of Florida, has named ALINA M. BORGES, as its agent to accept Service of Process within the state at 1921 N.W. 36 Avenue, Miami, Florida 33125.

Dated: June 18, 1996

Alina M. Borges  
 ALINA M. BORGES, Subscriber

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 I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated: June 13, 1996

Alina M. Borges  
 ALINA M. BORGES  
 Registered Agent for  
 THE ASSOCIATES COUNTRY CLUB INC.,  
 a Florida corporation

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