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SIMON & SIMON, P.A.

SEYMOUR J. SIMON (1911-1981)

GARY P. SIMON

CERTIFIED IN WILLS, TRUSTS AND ESTATE PLANNING

CONCENTRATING IN CORPORATE, BUSINESS, AND REAL PROPERTY

SUITE 504

ONE DATRAN CENTER

9100 SO. DADELAND BLVD.

MIAMI, FLORIDA 33156-7815

TELEPHONE (305) 670-6750

FAX (305) 670-6776

JOY B. SPILL

June 17, 1996

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

Via Federal Express

Re: Miami Beach JCC Liquidation Corp.  
Filing - Articles of Incorporation

Dear Sir or Madam:

Enclosed for filing please find original and one copy of Articles of Incorporation for the above referenced corporation together with a check in the amount of \$125.00 for filing fee which includes \$35.00 for certified copy of the filed Articles.

We enclose a self addressed federal express envelope for sending the certificied copy to the undersigned.

Thank you for your attention to this matter.

Very truly yours,  
SIMON & SIMON, P.A.

Joy B. Spill, Esq.

JBS/jp

cc: Miami Beach JCC, Inc.  
Steve Schwartz

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**ARTICLES OF INCORPORATION  
OF**

**MIAMI BEACH JCC LIQUIDATING CORP.**

The undersigned, desiring to form a corporation under the laws of the State of Florida, declare:

**ARTICLE I - NAME**

The name of this corporation is:

MIAMI BEACH JCC LIQUIDATING CORP.

**ARTICLE II - PRINCIPAL ADDRESS**

The principal/mailling address of this corporation is:

4221 PINE TREE DRIVE, MIAMI BEACH, FL 33140

**ARTICLE III - CAPITAL STOCK**

This Corporation is authorized to issue 10 shares of \$1.00 of par value of common stock.

**ARTICLE IV - PREEMPTIVE RIGHTS**

Every shareholder, upon the issuance or sale of either new or treasury stock for cash, property, services, in payment of corporate debts or otherwise shall have the right to purchase his proportionate share thereof.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is: Joy B. Spill, Esq. and the name of the initial registered agent of this corporation at that address is: 9100 So. Dadeland Blvd. Suite 504 Miami, Florida 33156, which agent pursuant to Section 48.091, Florida Statutes, shall accept service of process within this State.

**ARTICLE VI - INCORPORATOR**

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

Joy B. Spill, Esq. 9100 So. Dadeland Blvd., suite 504  
Miami, Florida 33156

**ARTICLE VII - BOARD OF DIRECTORS - INDEMNIFICATION**

This corporation shall have 1 director(s) initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By Laws. The name and

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address of the initial director of this corporation is:

NAME	ADDRESS
Joy B. Spill	9100 So. Dadeland Blvd. Ste 504 Miami, Florida 33156

This corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore been or hereafter becoming a director, officers or agent of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or committed by him as such director or officer or agent, and shall reimburse each such person for all expenses (including attorney's fees) reasonably incurred by him in connection with any such claim or liability; provided, that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director or agent is liable for gross negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been made known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken, and any director of such corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such director or officer or such other corporation or not so interested.

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**ARTICLE VIII - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and the laws of the State of Florida.

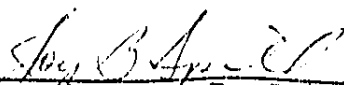
**ARTICLE IX - AMENDMENT**

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

**ARTICLE X - BY LAWS**

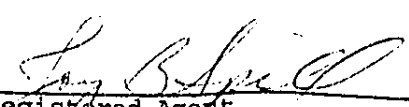
The power to adopt, alter, amend or repeal By Laws shall be vested in the Board of Directors.

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

  
Subscriber - Joy B. Spill

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned having been named to accept service of process for the above Corporation at the place designated in Article V hereof, hereby accepts such agency. The undersigned is familiar with, and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

  
Registered Agent  
Joy B. Spill

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