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JEFFREY E. LEVEY, P.A.  
2008 South Bayshore Drive  
Suite 1004  
Coconut Grove, Florida 33133

Jeffrey E. Levey  
.....  
Michale Holt Hudson

Telephone: (305) 888-0040  
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September 5, 1996

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32339

100001942481  
-09/09/96--01050--007  
\*\*\*\*122.50 \*\*\*\*122.50

**Re: Filing of Articles of Incorporation of  
St. Tropez Development, Corp.(the "Corporation")**

Dear Sir/Madam:

In connection with the above referenced matter, I am enclosing the following for filing with the Secretary of State:

1. One original executed copy of the Corporation's Articles of Incorporation, together with one photocopy; and
2. One original executed copy of the Corporation's Registered Agent Certificate, together with one photocopy.

Also enclosed is a check made payable to the Secretary of State in the amount of \$122.50 to cover the cost of the following filing fees:

1.	Profit Florida Corporation	\$ 35.00
2.	Registered Agent Designation	35.00
3.	Certified Copy of Articles	<u>52.50</u>
	<b>Total Filing Fees</b>	<u><b>\$122.50</b></u>

Please return the certified copy of the Articles of Incorporation and Registered Agent Certificate to me in the self-addressed stamped envelope provided for your convenience.

Thank you for your attention to these matters.

Very truly yours,

*R. Ramphal*  
Roscina A. Ramphal  
(Assistant to Jeffrey E. Levey)

96 SEP -9 AM 11:13  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9-11-96  
KR

ARTICLES OF INCORPORATION  
OF  
ST. TROPEZ DEVELOPMENT CORP.

FILED  
95 SEP -9 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the corporation is St. Tropez Development Corp. (the "Corporation").

**ARTICLE II - PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

**ARTICLE IV - INITIAL REGISTERED AGENT**

The mailing and street address of the initial registered office of this Corporation is 1000 Venetian Way, Suite 102, Miami, Florida 33139; and the name of the initial registered agent of this Corporation is Victor J. Labruzzo.

**ARTICLE V - PRINCIPAL OFFICE ADDRESS**

The mailing and street address of the principal office of this Corporation is 1000 Venetian Way, Suite 102, Miami, Florida 33139.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The Corporation shall have (1) initial director. The number of directors may be either increased or decreased from time to time as provided in the Corporation's Bylaws, but shall never be less than one (1). The name and address of the initial director of this Corporation is:

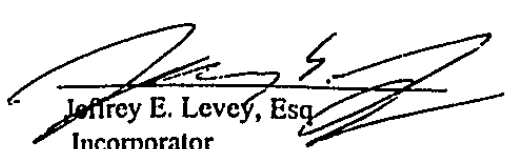
Victor J. Labruzzo  
1000 Venetian Way  
Suite 102  
Miami, Florida 33139

**ARTICLE VII - INCORPORATOR**

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

Jeffrey E. Levey, Esquire  
Jeffrey E. Levey, P.A.  
2665 South Bayshore Drive  
Suite 1004  
Coconut Grove, Florida 33133

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation this 29<sup>th</sup> day of August, 1996.

  
Jeffrey E. Levey, Esq  
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**

That St. Tropez Development Corp. (the "Corporation"), desiring to organize under the laws of the State of Florida, has named Victor J. Labruzzo as its agent to accept service of process within this state.

St. Tropez Development Corp.  
1000 Venetian Way  
Suite 102  
Miami, Florida 33139

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and further, agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 30<sup>th</sup> day of August, 1996.

  
Victor J. Labruzzo  
Registered Agent