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Law Offices of
SHERMAN & CASTRO
218 ALMERIA AVENUE
CORAL GABLES, FLORIDA 33134

Telephone (305) 448-5898

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Telefax (305) 445-4458

November 15, 1996

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

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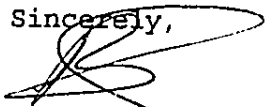
Re: UNIQUE RESORT PROPERTY MANAGEMENT, INC.

To Whom It may Concern:

In reference to the above captioned, enclosed is an original and one copy of the Articles of Incorporation for filing. Also enclosed is a check in the sum of \$122.50 to cover your fee for same. Please forward a copy of the filed Articles of this corporation to the undersigned at your earliest convenience.

Thank you for your attention to this matter. Should you have any questions regarding the foregoing, please contact me.

Sincerely,



BARBARA SANJURJO
LEGAL ASSISTANT

/BS
ENCLS.

PJT
11/22/96

ARTICLES OF INCORPORATION

OF

UNIQUE RESORT PROPERTY MANAGEMENT, INC.

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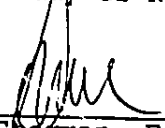
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST: The name of the Corporation is UNIQUE RESORT PROPERTY MANAGEMENT, INC. (the "Corporation").
- SECOND: The principal office address and mailing address of the Corporation is 530 OCEAN DRIVE, MIAMI BEACH, FLORIDA 33139.
- THIRD: The corporation is authorized to issues 1,000 shares of common stock, par value \$.00 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: Thomas G. Sherman, Esquire, 218 Almeria Avenue, Coral Gables, Florida 33134.
- FIFTH: The name and address of the incorporator of the Corporation is: Thomas G. Sherman, 218 Almeria Avenue, Coral Gables, Florida 33134.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial director of the Corporation is:
- SHARON BREWINGTON: Director
1717 N. Bayshore Drive
Suite 3554
Miami, Florida 33132
- EIGHTH: The Corporation expressly elects not to be governed by Section 607.09011 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- NINTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

TENTH: The corporate existence of the Corporation shall commence on November 18, 1996.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of November, 1996.



Thomas G. Sherman, Esq. Incorporator

ACCEPTANCE OF APPOINTMENT

OF

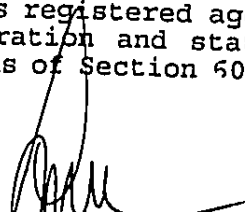
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



Thomas G. Sherman, Esq.