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December 10, 1996

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*****70.00 *****70.00

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

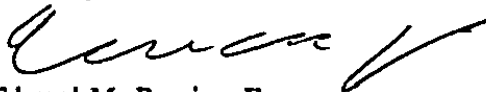
RE: Metropolitan Beach Club, Inc.

Dear Department of State:

Please find enclosed the Articles of Incorporation with reference to the above corporation, in duplicate, together with a check in the amount of \$70.00 to cover the filing fee.

Please file the original and return to me a copy of the same. Thank you.

Sincerely,



Edward M. Panzica, Esq.

EMP:jmo

Enclosures

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96 DEC 12 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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96 DEC 12 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
METROPOLITAN BEACH CLUB, INC.

ARTICLE I

Name

1.1 The name of the corporation is Metropolitan Beach Club, Inc.

ARTICLE II

Duration

2.1 This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

Purpose

3.1 This corporation is organized to conduct any and all lawful business.

ARTICLE IV

Capital Stock

4.1 This corporation is authorized to issue one thousand (1,000) shares, all of a single class of common stock, at one dollar (\$1.00) par value.

ARTICLE V

Preemptive Rights

5.1 Should the capital stock be increased at any time, the stockholders at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

ARTICLE VI

Initial Registered Office and Agent

6.1 The street address of the initial principal and registered office of this corporation is 2861 Executive Drive, Suite 200, Clearwater, Florida 34622, and the name of the initial registered agent of this corporation is Edward M. Panzica.

ARTICLE VII

Initial Board of Directors

7.1 This corporation shall have one (1) director initially.

7.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).

7.3 The name and address of the initial director of this corporation is:

Edward M. Panzica
2861 Executive Drive, Suite 200
Clearwater, FL 34622

ARTICLE VIII

Incorporators

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

Edward M. Panzica
2861 Executive Drive, Suite 200
Clearwater, FL 34622

ARTICLE IX

Indemnification

9.1 The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X

Amendment

10.1 This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 10th day of December, 1996.



Edward M. Panzica
Incorporator

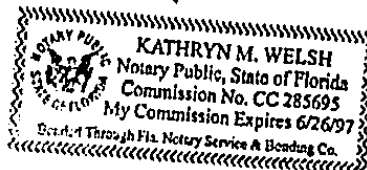
STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared Edward M. Panzica, well known to me to be the person described above, and she acknowledged to me that she executed the same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 10th day of December, 1996.

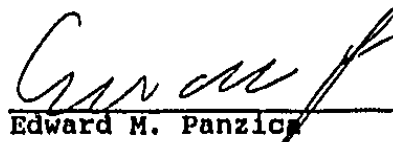


NOTARY PUBLIC
My Commission Expires:



CONSENT OF REGISTERED AGENT

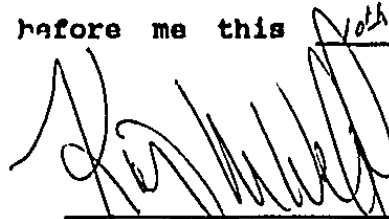
Having been named as Registered Agent for Metropolitan Beach Club, Inc. at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.


Edward M. Panzica

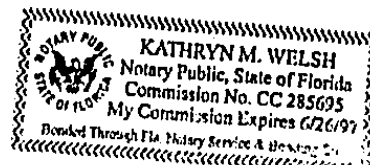
STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared Edward M. Panzica, and he acknowledged that he executed the foregoing Consent of Registered Agent for the purposes therein expressed on behalf of the corporation.

SWORN TO AND SUBSCRIBED before me this 10th day of December, 1996.



NOTARY PUBLIC
My Commission Expires:



FILED
96 DEC 12 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA