

HARVEY K. MATTEL

ATTORNEY AT LAW

P97000027298

March 20, 1997

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VIA FEDERAL EXPRESS: 1601264641

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

Re: Paradise Land Corporation

Our File No. M-965

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-03/21/97--01068--011
****122.50 ****122.50

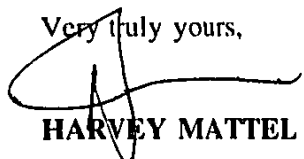
To Whom It May Concern:

I enclose herewith an original and one copy of the Articles of Incorporation for the above referenced corporation with Acceptance of Registered Agent Designated in Articles of Incorporation attached, along with Harvey Mattel Office Account Number 8777 in the amount of \$122.50, representing the filing fee.

I would appreciate your promptly filing the Articles of Incorporation and returning a certified copy of the articles as filed in the self-addressed, stamped envelope provided.

If there are any questions, please do not hesitate to call me, or my assistant, Abby Hevia, collect.

Very truly yours,



HARVEY MATTEL

HKM/ah

Enc.

MAR 26

BSB

FILED
97 MAR 21 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PARADISE LAND CORPORATION**

FILED
97 MAR 21 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PARADISE LAND CORPORATION

The address of the principal office of this corporation shall be 633 South Federal Highway, 8th Floor, Fort Lauderdale, Florida 33301, and the mailing address of the corporation shall be the same.

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. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 600 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 633 South Federal Highway, Fort Lauderdale, Florida 33301, and the name of the initial registered agent of the corporation at that address is Harvey Mattel.

ARTICLE V. TERM OF EXISTENCE

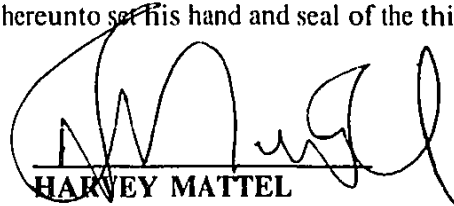
This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

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

Harvey Mattel
633 South Federal Highway, 8th Floor
Fort Lauderdale, Florida 33301

IN WITNESS WHEREOF, Harvey Mattel, has hereunto set his hand and seal of the this
20th day of March, 1997.



HARVEY MATTEL

FILED

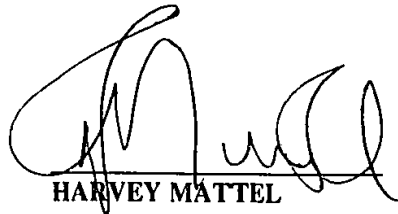
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ACCEPTANCE OF REGISTERED AGENT DESIGNATED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN ARTICLES OF INCORPORATION

Harvey Mattel, a resident of the state of Florida, having a business office identical with the registered office listed above, and having been designated as the registered agent in the above and foregoing articles, is familiar with and accepts the obligations of the position of registered agent under Section 607.0505, Florida Statutes.

Dated this 20th day of March, 1997.



HARVEY MATTEL