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OF COUNSEL
WILLIAM H. FLEECE**
**COURT CERTIFIED MEDIATOR AND
ARBITRATOR (FEDERAL AND STATE)

April 24, 1997

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

100002126701--0
-04-12-97 -01000--227
***122.50 ***122.50

Re: Infinity Club, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation and one (1) copy for the above-referenced corporation. Please file the enclosed Articles and return a certified copy in the enclosed Federal Express envelope, for an immediate return.

I have also enclosed my firm's check in the amount of \$122.50 to cover the filing and certified copy fee.

Yours truly,

ZACUR & GRAHAM, P.A.

Richard A. Zacur

RAZ/rw

Enclosure

FILED
97 APR 28 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 29 1997

**ARTICLES OF INCORPORATION
OF
INFINITY CLUB, INC.**

FILED
97 APR 28 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, a natural person competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

NAME

The name of the corporation shall be INFINITY CLUB, INC.

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITOL STOCK

The total number of shares of stock which the corporation shall have to issue is 5,000 shares, which shall be divided into 5,000 shares of common stock with par value of \$.10 per share.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall have perpetual existence, unless dissolved in a manner provided by law.

ARTICLE V

INITIAL REGISTERED OFFICE AND PRINCIPAL OFFICE OF CORPORATION

The address of the initial registered office of this corporation is 5200 Central Avenue, St. Petersburg, Florida, and the name of the initial registered agent of this corporation at that address is Richard A. Zacur. The principal office address of the corporation shall be 7024 Central Avenue, St. Petersburg, Florida 33707.

ARTICLE VI

DIRECTORS

The names and post offices of the original directors, subject to the provisions of the certificate of incorporation, bylaws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successor are elected and have qualified, are as follows:

Tony Little
7024 Central Avenue
St. Petersburg, Florida 33707

The corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than One nor more than Seven.

ARTICLE VII

ORIGINAL SUBSCRIBERS AND INCORPORATORS

The names and addresses of the original subscribers and incorporators are:

Tony Little
7024 Central Avenue
St. Petersburg, Florida 33707

ARTICLE VII

REGISTERED AGENT

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act:

That INFINITY CLUB, INC., desiring to organize under the Laws of the State of Florida, with its registered office as indicated in these Articles of Incorporation, in the City of St. Petersburg, County of Pinellas, State of Florida, has named Richard A. Zacur of Zacur & Graham, P.A., 5200 Central Avenue, St. Petersburg, Florida 33707, as its registered agent to accept service of process within this state.

ARTICLE IX

MISCELLANEOUS

A. The corporation shall have a lien on all shares of stock for any sum or amount due by the holder thereof to the corporation. No transfer of shares of stock shall be valid or binding until all debts due by the stockholder to the corporation shall have been fully paid and until the transfer has been duly entered upon the books of the corporation.

B. The power to make or change the bylaws of and for the corporation shall be vested solely in the holders of the common stock and it shall take action by holders of all of the stock issued and outstanding to change them.

C. This corporation shall begin corporate existence on the date of filing of these Articles of Incorporation with the Secretary of State.

IN WITNESS WHEREOF, we the undersigned subscribing incorporators, have hereunto set his hand and seal this 23 day of April, 1997, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State in the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

Signed, sealed and delivered
in the presence of:

[Signature]
Witness

[Signature]
Witness

[Signature]
Tony Little

STATE OF FLORIDA

COUNTY OF PINELLAS

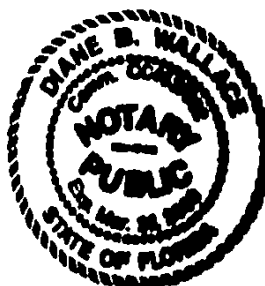
The foregoing instrument was acknowledged before me this 23rd day of April, 1997, by Tony Little, who is personally known to me or who has produced _____ as identification and who did take an oath and depose and say that they executed the foregoing Articles of Incorporation for the purpose therein expressed.

Witness my hand and official seal this 23rd day of April, 1997.

[Signature]
Notary Public

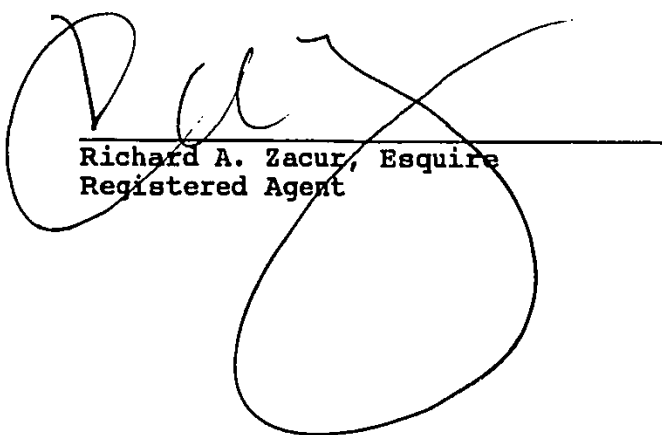
[Signature]
Notary Name Typed/Printed

My Commission Expires: 5-26-2000



REGISTERED AGENT ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.



Richard A. Zacur, Esquire
Registered Agent

97 APR 28 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED