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From: AKERMAN, SENTERFITT & EIDSON

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ACCT#: 104075003305

CONTACT: SEAN F SMYTH

PHONE: (561)659-5990

FAX #: (561)659-6313

NAME: CLUB PROPERTIES INTERNATIONAL, INC.

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**ARTICLES OF INCORPORATION
OF
CLUB PROPERTIES INTERNATIONAL, INC.**

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I.

Name

The name of this Corporation shall be "CLUB PROPERTIES INTERNATIONAL INC."

ARTICLE II.

Nature of Business

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III.

Stock

The authorized capital stock of this Corporation shall consist of 1000 shares of Common Stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value.

ARTICLE IV.

Incorporator

The name and street address of the Incorporator of this Corporation, is as follows:

Russell T. Kamradt, Esquire
Akerman, Senterfitt & Eidson, P.A.
777 South Flagler Drive, Suite 900 East
West Palm Beach, Florida 33401

Russell T. Kamradt, Esquire
Florida Bar Number 0262153
Phillips Point East Tower
777 South Flagler Drive
West Palm Beach, Florida 33401
Phone (561) 659-5290

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ARTICLE V.
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI.
Principal Office and Mailing Address

The address of the principal office of this Corporation is 1515 North Federal Highway, Suite 306, Boca Raton, Florida 33432 and the mailing address is 1515 North Federal Highway, Suite 306, Boca Raton, Florida 33432. The Board of Directors may from time to time change the principal office and/or mailing address of the Corporation to any other address.

ARTICLE VII.
Initial Registered Office and Registered Agent

The street address of the initial registered office of this Corporation in the State of Florida shall be 777 South Flagler Drive, Suite 900 East, West Palm Beach, Florida 33401. The name of the initial registered agent of the Corporation at the above address shall be Russell T. Kamradt, Esquire. The Board of Directors may from time to time change the registered office or registered agent to any other address in the State of Florida.

ARTICLE VIII.
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) person, the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE IX.
Initial Board of Directors

The name and street address of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until their successors are elected are as follows:

Mark Gensheimer
1515 North Federal Highway, Suite 306
Boca Raton, Florida 33432

Dan Wielhouwer
1515 North Federal Highway, Suite 306
Boca Raton, Florida 33432

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**ARTICLE X.
Officers**

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers as the Board of Directors may designate from time to time. A person may hold more than one office.

**ARTICLE XI.
By-Laws**

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

**ARTICLE XII.
Indemnification of Directors
and Officers**

The Corporation shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, indemnify any officer, Director, employee, agent or the heirs, executors or administrators of such a person, who was or is a party to any proceeding against (a) in the case of any proceeding other than an action by or in the right of the Corporation, liability incurred in connection with such proceeding including any appeal thereof, or (b) in the case of any proceeding by or in the right of the Corporation, expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion; provided, however, that the Corporation shall not indemnify any officer, Director, employee or agent if a judgment, settlement or other final adjudication establishes that the officer's, Director's, employee's or agent's actions or omissions to act were material to the cause of action so adjudicated and constitute:

- (A) a violation of the criminal law, unless the officer, Director, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;
- (B) a transaction from which the officer, Director, employee or agent derived an improper personal benefit, either directly or indirectly;
- (C) in the case of a Director, a circumstance under which the liability provisions of F.S. Section 607.0834, governing a Director's liability for unlawful distribution to shareholders, is applicable; or

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- (D) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

ARTICLE XIII
Amendment

These Articles of Incorporation may be amended only pursuant to the unanimous vote of the Shareholders, at a duly called and noticed Shareholder meeting, called for the specific purpose of amending these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this ____ day of _____, 1997.



Russell T. Kamradt, Esquire
Sole Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT

AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

CLUB PROPERTIES INTERNATIONAL, INC. desiring to organize as a corporation under the laws of the State of Florida, has designated 777 South Flagler Drive, Suite 900 East, West Palm Beach, Florida 33401, as its Initial Registered Office and has named Russell T. Kamradt, Esquire located at said address as its Initial Registered Agent.




Russell T. Kamradt, Esquire
Sole Incorporator

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Having been named Registered Agent for the above-stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping said office open at designated times.


Russell T. Kamratt, Esquire
Registered Agent

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