

Mattlin & McClosky

FRED W. MATTLIN
GREGG W. McCLOSKEY
RONALD E. D'ANNA
STEVEN G. SCHWARTZ

LAW OFFICES
2300 GLADES ROAD
SUITE 400, EAST TOWER
BOCA RATON, FLORIDA 33431
TELEPHONE 561/368-9200
FACSIMILE 561/395-7050

TAMPA BAY OFFICE
PRESTIGE PLACE, SUITE 155
2600 McCORMICK DRIVE
CLEARWATER, FLORIDA 34619
TELEPHONE 813/797-7852
FACSIMILE 813/535-6885
RALLY TO: Boca Raton

MICHAEL J. IOANNO
GARY DRUCKER
GORDON A. DIERCKE
LISA SAGNI
DANIEL R. CUZZI
BRIAN S. HAMMEL

August 6, 1997

VIA FEDERAL EXPRESS

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

000002260520-18
-08/07/97-01049-010
****122.50 ****122.50

Re: Men's Club of Palm Beach, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation and check number 35338 in the amount of \$122.50 made payable to the Secretary of State in connection with the formation of the above-referenced profit corporation pursuant to Chapter 607 of the Florida Statutes.

Please return the Certificate of Status and a filed copy of the Articles of Incorporation to the undersigned in the enclosed self-addressed stamped envelope.

Very truly yours,

Patricia D. Davis
Patricia D. Davis
Legal Assistant

PDD
Enclosures

cc: Mr. Larry J. Abromavich

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FILED
97 AUG -7 AM 11:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
FOR
MEN'S CLUB OF PALM BEACH, INC.

FILED
97 AUG -7 AM 11:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a Florida corporation pursuant to Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

MEN'S CLUB OF PALM BEACH, INC.

The address of the principal office of this corporation shall be 872 Nafa Drive, Boca Raton, Florida 33487, 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 nations.

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 Shares Of Common Stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The name and address of the initial registered agent is
Ronald E. D'Anna, Esquire, Mattlin & McClosky, 2300 Glades Road,
Suite 400 East, Boca Raton, Florida 33431

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the
authority of, and the business and affairs of the corporation shall
be managed by, the Board of Directors. This corporation shall have
one (1) director, initially. The name and address of the initial
member of the Board of Directors is:

Larry Abromavich
872 Nafa Drive
Boca Raton, Florida 33487

ARTICLE VII. OFFICERS

This corporation shall have one (1) officer, initially.
The name, address and position of the initial officer is:

President, Treasurer & Secretary:

Larry Abromavich
872 Nafa Drive
Boca Raton, Florida 33487

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. INCORPORATOR

The name and address of the incorporator of these
Articles of Incorporation is:

Patricia D. Davis
Mattlin & McClosky
2300 Glades Road, Suite 400 East
Boca Raton, Florida 33431

The undersigned have executed these Articles of Incorporation this 5 day of August, 1997



Patricia D. Davis, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

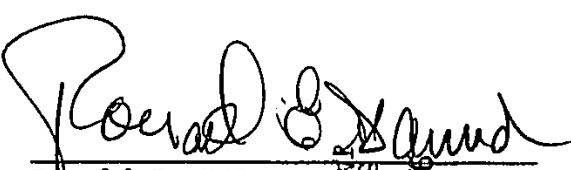
Pursuant to the provisions of section 607.0501 of the Florida Statutes, the corporation, Men's Club of Palm Beach, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

The name and address of the registered agent/registered office is:

Ronald E. D'Anna, Esquire
Mattlin & McClosky
2300 Glades Road, Suite 400 East
Boca Raton, Florida 33431

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: August 5, 1997.



Ronald E. D'Anna, Esquire

FILED
AUG -7 AM 11:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA