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OF COUNSEL

MITCHELL S. POLANSKY

August 8, 1997

VIA FEDERAL EXPRESS - 8000 1632 4680

Florida Department of State
Division of Corporations
Attn: Certification Department
409 East Gaines Street
Tallahassee, Florida 32399

Re: Blue Cliff, Inc.

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-08/11/97--01163--011
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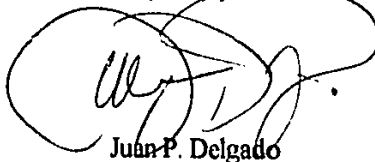
To Whom It May Concern:

Enclosed herewith are the Articles of Incorporation for the above-referenced corporation.

Also enclosed please find a check in the amount of \$122.50 to cover the cost of filing the Articles of Incorporation and for obtaining a certified copy, as well as the initial fee for registered agent.

Once the documents have been filed, please forward the certified copy to our office. Should you have any questions, please do not hesitate to contact the undersigned. Thank you in advance for your cooperation.

Very truly yours,



Juan P. Delgado

JPD

Enclosures

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97 AUG 11 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 8/13/97

ARTICLES OF INCORPORATION
OF
BLUE CLIFF, INC.

FILED

97 AUG 11 AM 9:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation is BLUE CLIFF, Inc.

ARTICLE II
ADDRESS

The address of the principal office is 2665 S. Bayshore Drive, Suite 900, Miami, Florida 33133, and the mailing address of the corporation is 2665 S. Bayshore Drive, Suite 900, Miami, Florida 33133.

ARTICLE III
PURPOSE

The corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented. Specifically, the corporation shall be authorized to engage in the management of tennis facilities, the organization and handling of tennis tournaments, and all related transactions and activities.

ARTICLE IV
DURATION

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

ARTICLE V
POWERS

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE VI
CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE VII
INCORPORATOR

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

Timothy D. Richards, Esq.
Richards
2665 South Bayshore Drive
Suite 900
Miami, FL 33133


ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address are:

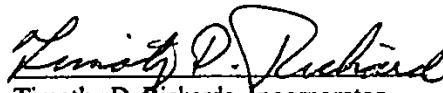
Timothy D. Richards, Esq.
Richards
2665 South Bayshore Drive
Suite 900
Miami, FL 33133

I HEREBY ACCEPT this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VII of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 8 day of AUGUST, 1997.


Timothy D. Richards
Registered Agent

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this
8 day of AUGUST, 1997.


Timothy D. Richards, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA