

997000077463

HARVEY K. MATTEL

ATTORNEY AT LAW

EIGHTH FLOOR
633 SOUTH FEDERAL HIGHWAY
POST OFFICE BOX 02 - 9010
FORT LAUDERDALE, FLORIDA 33302 - 9010
TELEPHONE (954) 763 - 5095
FAX (954) 763 - 5193

September 4, 1997

VIA FEDERAL EXPRESS: 4797043392

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

Re: Elite Beach Residences, Inc

Our File No. M-993

700002286047--5
-09/05/97--01099--005
****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 9138 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.

FILED
97 SEP -5 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL SEP - 8 1997

**ARTICLES OF INCORPORATION
OF
ELITE BEACH RESIDENCES, INC.**

FILED

'97 SEP -5 PM 3: 39

**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:

ELITE BEACH RESIDENCES, INC.

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 P.O. Box 02-9010, Fort Lauderdale, Florida 33302-9010.

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 100 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, 8th Floor, Fort Lauderdale, FL 33301, and the name of the initial registered agent of the corporation at that address is Harvey Mattel.

ARTICLE V. TERM OF EXISTENCE

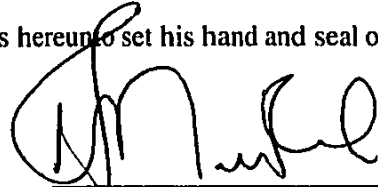
This corporation is to exist perpetually.

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
4th day of September, 1997.



HARVEY MATTEL

FILED


97 SEP -5 PM 3:40

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 4th day of September, 1997.


HARVEY MATTEL