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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: PESACH RESORTS, INC.
AUDIT NUMBER.....H97000015514
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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TALLAHASSEE, FLORIDA

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SEP 18 1997

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ARTICLES OF INCORPORATION

OF

PEBACH RESORTS, INC.

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be:
Peach Resorts, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

NATURE OF CORPORATE BUSINESS

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

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

Marc Birnbaum, Esquire
20801 Biscayne Blvd. #400
Miami, Florida 33180
Tel: (305) 931-1812
Florida Bar No.: 275034

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Marc Birnbaum, P.A.
20801 Biscayne Boulevard
Suite 400
Miami, Florida 33180

The Corporation's principal office shall be:

Post Office Box 403061
Miami, Florida 33140

ARTICLE V

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Board of Directors. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VI

INITIAL DIRECTORS

The names and post office addresses of the first Directors of the Corporation are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------|---|
| Alex Smilow | P.O. Box 403061 Miami Beach, Florida 33140 |

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ARTICLE VII
INCORPORATOR

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The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------|---|
| Marc Birnbaum | 20801 Biscayne Boulevard Suite 400 Miami, Florida 33180 |

ARTICLES VIII
COMMENCEMENT DATE

Corporate existence will commence upon filing.

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation to do business within the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.


_____(SEAL)
Marc Birnbaum

STATE OF FLORIDA)
 SS.
COUNTY OF DADE)

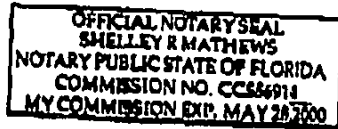
I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 18th day of September, 1997 by MARC

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BIRNBAUM who is personally known to me.

Shelley R. Mathews
NOTARY PUBLIC



The undersigned hereby accepts the foregoing designation as
Initial Registered Agent and agrees to comply with the provisions
of law applicable to said DESIGNATION.

Marc Birnbaum
Marc Birnbaum, P.A.

September 18, 1997

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TALLAHASSEE, FLORIDA

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