



**Phillips, Eisinger, Koss & Rosenfeldt, P.A.**

**Attorneys At Law**

**FILED**

97 OCT -7 PM 12:13

Presidential Circle  
4000 Hollywood Boulevard  
Suite 265 South  
Hollywood, Florida 33021

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Miami Location

Alfred I. Dupont Building  
169 East Flagler Street  
Suite 1000  
Miami, Florida 33131

Please respond to:  
Hollywood Office (X)  
Miami Office ( )

TELEPHONE:  
954 894-8000  
FACSIMILE  
954 894-8015

October 2, 1997

VIA CERTIFIED MAIL

Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Articles of Incorporation  
Club Dues, Inc.

000002314290--4  
-10/07/97--01080--008  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

Enclosed herewith please find an original and one copy of the above-referenced Articles of Incorporation, along with our check in the amount of \$122.50, made payable to the Secretary of State. The payment is broken down as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	<u>35.00</u>

TOTAL: \$122.50

Kindly return the certified copy of the Articles to the attention of the undersigned in the self-addressed stamped envelope which is enclosed for your convenience. Thank you in advance for your prompt attention to this matter.

Very truly yours,

JEREMY A. KOSS  
For the Firm

P. Hall

OCT - 8 1997

Encs.  
JAK:as

ARTICLES OF INCORPORATION  
OF  
CLUB DUES, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of this corporation shall be:

CLUB DUES, INC.

ARTICLE II  
DURATION

This corporation shall commence its existence upon the filing of these Articles and the duration of this corporation is perpetual.

ARTICLE III  
PURPOSE

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

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V  
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

**ARTICLE VI**  
**PRINCIPAL OFFICE OF BUSINESS**

The principal place of business of this corporation is: 2405 Magnolia Drive, North Miami, Florida.

**ARTICLE VII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021, and the name of the initial registered agent is Jeremy A. Koss.

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name of the Director is:

John Bosa

The address of the Director is as follows: 2405 Magnolia Drive, North Miami, Florida.

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the person signing these Articles as Incorporator is Jeremy A. Koss, Esq., 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021. The Incorporator shall not be liable, in any form or fashion, for any acts or omissions of the Corporation.

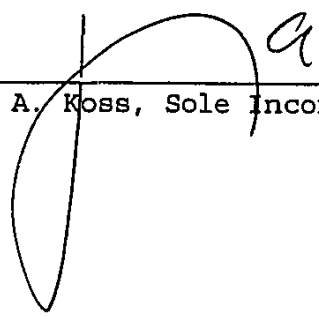
**ARTICLE X**  
**BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE XI**  
**AMENDMENTS**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2 day of October, 1997.

  
\_\_\_\_\_  
Jeremy A. Koss, Sole Incorporator

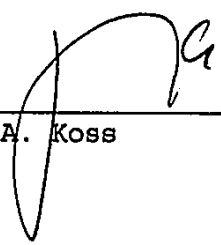
ACCEPTANCE OF REGISTERED AGENT

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HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED  
ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES  
HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY  
AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 2 DAY OF OCTOBER, 1997.

By:   
Jeremy A. Koss