



THE UNITED STATES  
CORPORATION  
COMPANY

997000088217

ACCOUNT NO. : 072100000032

REFERENCE : 528589 7130077

AUTHORIZATION :

Patricia Pizot

COST LIMIT : \$ 70.00

ORDER DATE : September 12, 1997

ORDER TIME : 9:33 AM

ORDER NO. : 528589-005

CUSTOMER NO: 7130077

CUSTOMER: Mr. Bernard Winkler  
MR. BERNARD WINKLER

25533 Oaks Boulevard

Land O Lakes, FL 34639

DOMESTIC FILING

NAME: HOLIDAY HOUSE PROPERTIES INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS: \_\_\_\_\_

80000210040  
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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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97 OCT 13 PM 12:11  
DIVISION OF CORPORATION

SN OCT 13 1997..

ARTICLES OF INCORPORATION  
OF  
HOLIDAY HOUSE PROPERTIES INC.

FILED  
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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:

HOLIDAY HOUSE PROPERTIES INC.

The address of the principal office of this corporation shall be 25533 Oaks Boulevard, Land O Lakes, Florida 34639, 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 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 \$10.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 25533 Oaks Boulevard, Land O Lakes, Florida 34639, and the name of the initial registered agent of the corporation at that address is Bernard Winkler.

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 managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Bernard Winkler  
Dir.

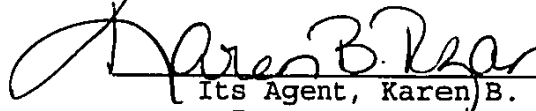
25533 Oaks Boulevard  
Land O Lakes, Florida 34639

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to  
these Articles of Incorporation:

Corporate Agents, Inc.  
1201 Hays Street  
Tallahassee, Florida 32301

The undersigned incorporator has executed these  
Articles of Incorporation on October 13, 1997.

A handwritten signature in cursive script, appearing to read "Karen B. Rozar", is written over a horizontal line.

Its Agent, Karen B. Rozar  
Incorporator

LH/RWW

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

Bernard Winkler, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

HOLIDAY HOUSE PROPERTIES INC.

Bernard Winkler is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Typed Name: Bernard Winkler

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10/13/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: CLUB DEEP, INC.

AUDIT NUMBER.....H97000017002

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 8

CERT. COPIES.....1

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OCT 13 1997

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ARTICLES OF INCORPORATION  
OF  
CLUB DEEP, INC.

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

The name of the Corporation shall be: CLUB DEEP, INC.

The principal place of business shall be: 4938 S.W. 33rd Avenue, Hollywood, Florida 33312.

ARTICLE II

This corporation is organized for the following purposes:

A. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

B. To conduct all types of businesses and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in and convey real and personal property without restrictions in this State and in any other of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in any and all foreign countries.

Prepared by: Jeffrey M. Perlow & Associates, P.A.  
1820 E. Hallandale Beach Boulevard  
Hallandale, Florida 33009  
(954) 456-1333  
FL Bar No.: 206725

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C. To engage in, render or carry on any service or other business as principal or agent, with powers to let contracts for any such service or product; and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purposes of the Corporation.

D. To acquire by purchase or otherwise for investment or resale, and to own, improve, operate, subdivide, lease, mortgage, sell and otherwise deal in, for cash or credit, by conveyance, agreement for deed, or other lawful instrument, real estate or mixed property located in the State of Florida, or elsewhere, and generally to deal in and traffic as owner or agent in real estate, personal or mixed property, and any interest or estate therein, and to create, own, lease, sell, operate and deal in freehold and leasehold estates of any and all nature whatsoever, and to be an investor in real, mixed and/or personal property; to grant, sell and otherwise deal in franchises and licenses.

E. To factor, lend or borrow money, be a surety and to execute and deliver, accept, take and receive notes, bonds, debentures or other evidences thereof, and mortgages, trust deeds, pledges or other securities for the payment of same.

F. To act as agent, broker or attorney-in-fact for any persons, firms or corporations in buying, selling and dealing in real or personal property or services of whatsoever kind or nature, and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to.

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G. To acquire, hold, undertake and fully exploit the good will, property, rights, franchises, assets of every kind, and the liabilities of any person, firm, association or corporation, either wholly or partly; and to pay for same in cash, stocks or bonds of the Company or otherwise.

H. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other rights or interests therein and thereunder.

I. To purchase, subscribe for, or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn to account or realize upon as owner, agent, broker, or factor, all forms of securities, including stocks, bonds, debentures, mortgages, note evidencing shares of or interest in common law trust, trusts, and trust estates or associations, certificates or trust or beneficial interests in trusts, mortgages, contracts and other instruments, securities and rights' to investigate and report with respect to; and to undertake; carry on, aid assist or participate in the organization, liquidation or reorganization of financial, commercial mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

J. To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working

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capital or for any other object in or about its business of affairs and without limit as to amount; and to secure the payment of money in any lawful manner.

K. To enter into any partnership, limited or general, as Limited or General Partner, or both, and to enter into any other arrangement for profit-sharing, union of interest, or corporation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in the carrying on of any business or transaction deemed necessary, convenient, or incidental to carrying out any of the purposes of this Corporation.

L. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; capital stock owned by the Corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders, quorum or vote.

M. To do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers herein named, or which shall at anytime appear conducive or expedient for the benefit or protection of the Corporation, either as holders of, or interest in any property or otherwise.

N. To exercise all of the powers which are now or may be hereafter conferred upon corporations generally by the laws of the State of Florida.

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ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: Seven Thousand Five Hundred (7,500) shares at One and 00/100 (\$1.00) Dollars par value per share, common stock.

ARTICLE IV

The amount of capital with which this Corporation shall commence business shall be not less than One Thousand and 00/100 (\$1,000.00) Dollars.

ARTICLE V

This Corporation shall exist perpetually unless sooner dissolved by law.

ARTICLE VI

The registered office of this Corporation shall be

c/o JEFFREY M. PERLOW & ASSOCIATES, P.A.  
1820 E. Hallandale Beach Boulevard  
Hallandale, Florida 33009

The Registered Agent at the above address is JEFFREY M. PERLOW.

ARTICLE VII

This Corporation will be managed by the Stockholders. There will be no Directors.

ARTICLE VIII

The names and addresses of the Officers of the Corporation are:

President/Treasurer:

Peter Pekofsky  
4938 S.W. 33rd Avenue  
Hollywood, Florida 33312

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JEFFREY M. PERLOW & ASSOCIATES, P.A.

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Vice-President/Secretary:

Tina Pekofsky  
4938 S.W. 33rd Avenue  
Hollywood, Florida 33312

ARTICLE IX

The name and address of the Incorporator and Registered Agent signing these Articles is Jeffrey M. Perlow whose address is 1820 East Hallandale Beach Boulevard, Hallandale, Florida 33009.

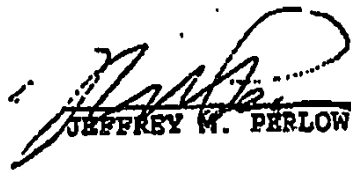
ARTICLE X

All of the authorized shares of capital stock of this Corporation have been subscribed for by Jeffrey M. Perlow.

ARTICLE XI

The Corporation shall indemnify any officer or former officer to the full extent permitted by law.

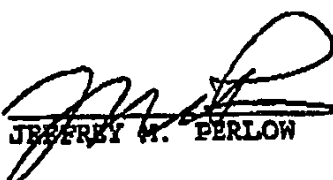
Having been named to accept service of process for the above named Corporation at the place designated herein, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
JEFFREY M. PERLOW

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IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinabove named, for the purpose of forming a Corporation to do business both within and without the State of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal on this 13th day of OCTOBER, 1997.

  
 JEFFREY M. PERLOW

 FILED  
 97 OCT 10 PM 2:30  
 SEVENTH JUDICIAL CIRCUIT  
 TALLAHASSEE, FLORIDA

STATE OF FLORIDA       )  
                                   SS:  
 COUNTY OF BROWARD    )

The foregoing Articles of Incorporation were acknowledged before me this 13th day of OCTOBER, 1997, by JEFFREY M. PERLOW, who is personally known to me or who produced the following as identification: D/A

  
 NOTARY PUBLIC

My commission expires:



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JEFFREY M. PERLOW &amp; ASSOCIATES, P.A.

P.08/08

EMPIRE CORPORATE KIT

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