

David W. Dyer
Attorney and Counsellor At Law

325 Fifth Ave., Suite 205
Indialantic, FL 32903

Tel: (407) 723-0890
Fax: (407) 723-9550

P97000098657

November 13, 1997

Secretary of the State of Florida
Division of Corporations
ATTN: New Filing Section
P.O. Box 6327
Tallahassee, FL 32314

500002348395--6
-11/17/97--01039--008
****122.50 ****122.50

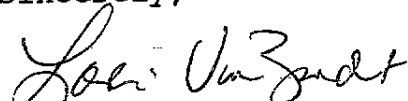
RE: ELLIS PARK, INC.
Articles of Incorporation

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation and Registered Agent form, together with a check in the amount of \$122.50 to cover the filing fee in the above referenced matter. Please file the enclosed Articles of Incorporation and provide the undersigned with a conformed copy of same.

Thank you for your cooperation and assistance in this matter.

Sincerely,


Lori Van Zandt

Legal Secretary to David W. Dyer

Enclosures

EFFECTIVE DATE

11-12-97

FILED
97 NOV 17 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QN 11-19-97

ARTICLES OF INCORPORATION

OF

Ellis Park, Inc.

FILED
97 NOV 17 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is Ellis Park, Inc.

EFFECTIVE DATE

11-12-97

ARTICLE II

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE III

The purpose of this Corporation is to engage in any business lawful under the laws of the State of Florida and the United States.

ARTICLE IV

This Corporation is authorized to issue Ten Thousand (10,000) shares of \$1.00 par value, common stock. The rights attendant to all such shares, once issued, shall be identical in all respects.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series or in less than whole shares.

ARTICLE V

Every Shareholder, upon the issuance of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE VI

The initial street and mailing address of the principal place of business of the corporation is 325 Fifth Avenue, Indialantic, Florida, 32903. The initial address in Florida of the initial registered office of this Corporation is 325 Fifth Avenue, Indialantic, Florida 32903, and the name of the initial registered agent of this Corporation at that address is David Dyer.

ARTICLE VII

The initial Board of Directors shall consist of two (2) Directors initially. The number of Directors may be either increased or subsequently diminished from time to time by the Shareholders, but shall never be less than one. The name and address of the persons who shall serve as the initial Board of Directors until the first annual meeting of the Shareholders, or until successors have been elected and qualified, are as follows:

Peter Flotz
1408 C Atlantic Street
Melbourne Beach, FL 32951

David W. Nock
4205 So. Hwy A1A
Melbourne Beach, FL 32951

ARTICLE VIII

The Shareholders of this Corporation shall adopt By-Laws which shall contain provisions for the management of the business and the regulation of the affairs of the Corporation that are not inconsistent with the Articles or the laws of the State of Florida.

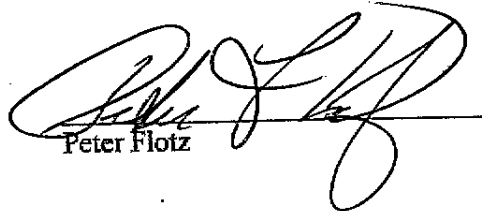
ARTICLE IX

The name and address of the initial incorporator is as follows: Peter Flotz, 1408 C Atlantic Street, Melbourne Beach, FL 32951.

ARTICLE X

The Board of Directors shall have the power to amend or supplement these Articles of Incorporation when approved by a majority vote of the Shareholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Indialantic, Brevard County, Florida, this ____ day of _____ 1997.


Peter Flotz

I declare that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.


David Dyer, Registered Agent

EFFECTIVE DATE

11-12-97

FILED
97 NOV 17 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF Brevard

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared, PETER FLOTZ, who is personally known to me and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 12th day of November, 1997.

Lori A. Van Zandt
NOTARY PUBLIC

My commission expires:



Lori A Van Zandt
My Commission CC614017
Expires January 15, 2001