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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 18 PM 2:30

November 13, 1997

Secretary of State
Division of Corporations
Attn: Charter Section
P. O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation of:
HILLCREST/FRANKEL GOLF PARTNERS, INC.

800002350498--D
-11/18/97--01055--001
****122.50 ****122.50

Dear Ladies and Gentlemen:

Enclosed please find an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, please find a check in the amount of \$122.50 to file same.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your help and cooperation.

Sincerely,

SHERRY LEFKOWITZ HYMAN

Enclosures

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ARTICLES OF INCORPORATION
OF
HILLCREST/FRANKEL GOLF PARTNERS, INC.

Article I

Name

The name of the corporation is:

HILLCREST/FRANKEL GOLF PARTNERS, INC.

Article II

Duration

This corporation shall have perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of
transacting any or all lawful business.

Article IV

Capital Stock

This corporation is authorized to issue 500 shares of
One Dollar (\$1.00) par value common stock.

Article V

Initial Registered Office and Agent

The street address of the initial registered office of
this corporation is:

200 Admirals Cove Blvd.
Jupiter, FL 33477

and the registered agent of this corporation at that
address is: SHERRY LEFKOWITZ HYMAN

Article VI

Initial Board of Directors

This corporation shall have 3 director(s) initially.

The number of directors may be either increased or
diminished from time to time by the bylaws but shall never
be less than one (1). The name and address of the initial

directors of the corporation are: Benjamin Frankel
200 Admirals Cove Blvd.
Jupiter, FL 33477

Sherry Lefkowitz Hyman
200 Admirals Cove Blvd.
Jupiter, FL 33477

Thomas Frankel
200 Admirals Cove Blvd.
Jupiter, FL 33477

Article VII

Incorporators

The name and address of the person signing these articles is:

Sherry Lefkowitz Hyman
200 Admirals Cove Blvd.
Jupiter, FL 33477

Article VIII

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article IX

Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the board of directors by means of conference telephone as provided by law.

Article XI

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

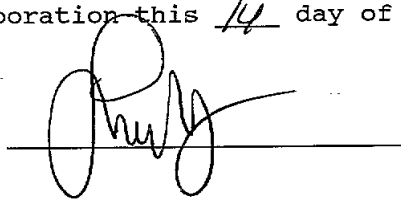
Article XII

Amendment

This corporation reserves the right to amend or repeal any provisions 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 subscriber have executed these Articles of Incorporation this 14 day of November, 1997.


STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)



Before me, a Notary Public authorized to take acknowledgments

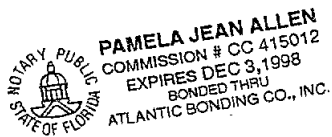
in the State and County set forth above, appeared
Sherry Lefkowitz Hyman who executed the foregoing Articles of
Incorporation and she/he is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal, in the State and County aforesaid, this 17
day of November, 1997.


Notary Public
Pamela Jean Allen
Printed Name of Notary

(SEAL)

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT HILLCREST/FRANKEL GOLF PARTNERS, INC.
(Name of Corporation)

WITH ITS PLACE OF BUSINESS AT 200 Admirals Cove Blvd., Jupiter, FL 33477
(Business Address, City and State)

HAS NAMED Sherry Lefkowitz Hyman
(Name of Registered Agent)

LOCATED AT 200 Admirals Cove Blvd., Jupiter, FL 33477
(Street Address and Number Of Building,
Post Office Box Addresses ARE NOT Acceptable)

CITY OF Jupiter, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
(City)

OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]
(Corporate Officer)
TITLE V. President
DATE 11/14/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION,
AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY,
AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND
OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE [Signature]
(REGISTERED AGENT)
DATE 11/14/97

BUREAU OF CORPORATE RECORDS, P.O. BOX 6327, TALLAHASSEE, FL 32314

(NOTE: There is a filing fee of \$3.00 for this certificate)

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