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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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December 4, 1997

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

Re: INLAND REALTY RACQUET CLUB INC.

Gentlemen:

Enclosed please find an original and one copy for recording of the Articles of Incorporation on the above named corporation.

Also enclosed is our check made payable to the Secretary of State in the amount of \$122.50.

If there is any additional information you may require in regard to this request, please let me know.

Sincerely,



Robert M. Sweeney
President

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****122.50 ****122.50

Filing Fee	\$35.00
Resident Agent Fee	35.00
Certified Copy	<u>52.50</u>
	\$122.50

RP
12-23-97

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: INLAND REALTY RACQUET CLUB INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:
To engage in the general Real Estate Brokerage and Property Management Business

and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and service of every class, kind and description, to conduct business in, have one or more offices in, and buy, sell, convey, lease and otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all states and countries, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, deeds, transfer of corporate property or other instruments to secure the payment of corporate indebtedness as required; to purchase the corporate assets of any other corporation and engage in the same or other character of business; to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation in the State of Florida, or any other State or Government and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock and to engage in any other lawful business and exercise all corporate powers to which domestic corporation of the State of Florida are entitled under the laws of said State.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand Shares (1000) Par Value of each Share is \$1.00 per Share.

ARTICLE IV - TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is:

Five Hundred Dollars(\$500.00) Par Value \$1.00 per Share

ARTICLE VI - ADDRESS

The initial post office address of the principal place of business of this corporation in the State of Florida is: 9 Deer Creek Road A-105
Deerfield Beach, Florida 33442

The Board of Directors may from time to time, move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

The corporation shall have one directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders but shall never be less than one.

ARTICLE VIII - THE NAMES AND ADDRESSES
OF THE INITIAL DIRECTORS AND OFFICERS

The names and addresses of the first Board of Directors, who, subject to the provisions of this certificate and the By-Laws of the corporation and the corporate laws of the State of Florida, shall hold office for the first year of the corporate existence or until their successors are elected and have qualified, are as follows:

NAME

ADDRESS

Robert M.Sweeney

9 Deer Creek Road A-105

Deerfield Beach, Florida 33442

ARTICLE IX - SUBSCRIBERS

The names and post office addresses of each subscriber of the Articles of Incorporation and a statement of the number of shares of stock which he agrees to take, are as follows:

<u>NAME & ADDRESS</u>	<u>NO. SHARES</u>	<u>CONSIDERATION</u>
Robert M. Sweeney 9 Deer Creek Road A 105 Deerfield Beach, Florida 33442	500	\$500

ARTICLE X

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in or is a director or officer or are directors or officers of such other corporation, and any director or directors individually or jointly may be a part or parties to or may be interested in any contract or transaction of this corporation with any person or persons, firm or corporations shall be affected or invalidated by the fact that any director or directors or officer or officers of this corporation is a part or are parties to or are interested in such contract, act or transaction or in any way connected with such person or persons, firm or corporation and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or firm, association or corporation in which he may be otherwise interested.

ARTICLE XI

The following special provisions shall govern this corporation:

(a) The time and place of the annual stockholders' meeting shall be fixed by and provided for in the by-laws and notice of same shall be given in one of the methods provided for by law. Any stockholder may waive notice of time, place and purpose of any meeting either before, at, or after, such meeting.

(b) There shall be a president of this corporation who shall also be a director, one or more vice-presidents and a secretary-treasurer or secretary and treasurer. They shall be chosen by the Board of Directors and shall hold office, subject to the laws of the State of Florida, until their successors are elected and shall qualify. This company may also have such other officers, agents and factors as may be deemed necessary and provided for by resolution of the Board of Directors and/or in the by-laws. All officers, agents and factors shall be chosen in such manner, hold their office for such terms and shall have such powers and perform such duties as may be prescribed by the by-laws or determined by the directors. Any person may hold two or more offices, except the president may not also be a secretary, assistant secretary or vice president of the corporation. None of the officers of the corporation except the president, need also be a member of the Board of Directors.

(c) The meeting of the stockholders and of the Board of Directors may be held within or without the State of Florida, unless provided by the by-laws.

IN WITNESS WHEREOF, we have made and subscribed these Articles of Incorporation this

4th day of December, A.D. 1997

Robert M. Sweeney LS

_____ LS

STATE OF FLORIDA)
COUNTY OF ~~PALEMBANK~~)
Broward

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to administer oaths and take acknowledgements in the State and County aforesaid, personally appeared Robert M. Sweeney

well known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, for the purpose therein expressed.

IN WITNESS WHEREOF, I hereunto set my hand and affixed my seal, this 19 day of December, A.D. 1997.

My Commission Expires:



Tunis Grace Rogers
Notary Public, State of Florida at Large
Tunis Grace Rogers
Kron Bank Customer

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Inland Realty Racquet Club Inc.,
desiring to organize under the laws of the State of Florida, with its principal
office, as indicated in the Articles of Incorporation, at the City of _____
Deerfield Beach, County of Broward,
and State of Florida, has named Robert M. Sweeney,
located at 9 Deer Creek Road, A- 105 , Deerfield Beach, Florida 33442,
(street address and number of bldg. only, not post office address)
City of Deerfield Beach, County of Broward,
State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

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

BY: _____

Robert M. Sweeney
Resident Agent

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