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January 16, 1998

Florida Department of State
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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*****78.75 *****78.75

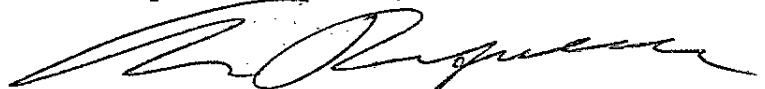
FEDERAL EXPRESS

Dear Sir:

Please find enclosed the Articles of Incorporation of Atlantic
Palace Investors, Inc.

Also enclosed is a check for \$78.75 which covers the requirements
set forth in Section 607-164 of the Florida Articles of Incorporation Act.

Very truly yours,



Alan P. Rosefield

APR/cr

Encl.

(62)ARTINC.LET

FILED
98 JAN 20 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-1-20-98

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
ATLANTIC PALACE INVESTORS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

FIRST: The name of the corporation is
Atlantic Palace Investors, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is seven thousand five hundred (7,500) common shares at One Dollar (\$1.00) par value per share.

FIFTH: In the event that any authorized but unissued stock is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds, notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation, outstanding at the time such authorized but unissued stock, such new class of stock, or such increase is

offered for subscription or such bonds, notes, debentures, or other securities, convertible into stock, are offered for sale, shall have the right to subscribe for the shares of such authorized but unissued stock, the shares of such new class of stock, the shares of such increase stock, or to buy such bonds, notes, debentures, or other securities, convertible into stock, before the same is offered for public subscription or sale, in proportion to the number of shares owned respectively by each of the holders of such stock.

SIXTH: The street address of the initial registered office of the corporation is 2135 Lake Avenue, Miami Beach, Florida 33140, and the name of its initial registered agent at such address is Alan P. Rosefielde, & PRINCIPAL OFFICE ADDRESS,

SEVENTH: The number of directors constituting the initial board of directors of the corporation is one (1), and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and shall qualify is:

<u>NAME</u>	<u>ADDRESS</u>
Bruce Kaye	1534 N.E. Quayside Terr. Miami, Florida 33138

EIGHTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Alan P. Rosefielde	2135 Lake Avenue Miami Beach, FL 33140

Dated: January 16, 1998



ALAN P. ROSEFIELDE

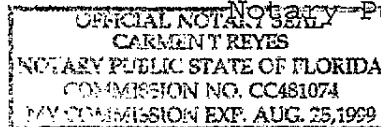
STATE OF FLORIDA)

: ss.

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 16th day of January, 1998, by ALAN P. ROSEFIELDE of ATLANTIC PALACE INVESTORS, INC.

Carment Reyes



MY COMMISSION EXPIRES:

ALAN P. ROSEFIELDE, having been designated to act as registered agent hereby agrees to act in this capacity.

Alan P. Rosefielde
ALAN P. ROSEFIELDE

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