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WALZER & ASSOCIATES, INC.
A Professional Accounting Firm
8301 Forest City Road
Orlando, Florida 32810
(407) 299-0086 FAX (407) 298-3849

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April 2, 1998

SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

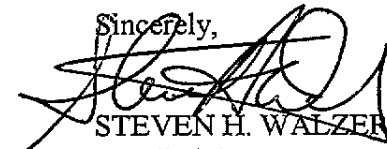
RE: AHUVIA RESORT INT., INC.

Dear Sir:

Enclosed please find the Articles of Incorporation and Certificate designating place of business and registered agent with regard to the above-referenced company. This is a new, for-profit Corporation doing business in the State of Florida. It is my understanding that the filing fee is \$35.00, the registered agent fee is \$35.00, and the fee for obtaining a certified copy of the Articles of Incorporation is \$52.50. Therefore, I am enclosing a check in the amount of \$122.50 to cover these costs.

Thank you in advance for your assistance in this matter, and should you have any questions or if I can provide you with any additional information, please do not hesitate to contact me.

Sincerely,


STEVEN H. WALZER
Enrolled Agent

SHW/jdj
Enclosures

FILED
98 APR -3 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 7 1998

ARTICLES OF INCORPORATION

OF

AHUVIA RESORT INT., INC. **EFFECTIVE DATE**

4-2-98

AHUVIA RESORT INT., INC., ARTICLE I - NAME

The name of this Corporation is AHUVIA RESORT INT., INC., the address is 154 Wisteria Drive, Longwood, Florida 32779.

ARTICLE II - DURATION

This Corporation shall commence its existence on the 2nd day of April, 1998 with the filing of these Articles with the Secretary of State.

ARTICLE III - PURPOSE

This Corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the state of Florida, or any other state, country, territory, or nation.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 154 Wisteria Drive, Longwood, Florida 32779 and the name of the initial registered agent of this Corporation at that address is OFER AHUVIA.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is:

OFER AHUVIA
President, Vice President, Secretary & Treasurer
154 Wisteria Drive
Longwood, Florida 32779

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

OFER AHUVIA
President, Vice President, Secretary & Treasurer
154 Wisteria Drive
Longwood, Florida 32779

ARTICLE VII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles Of Incorporation on this 2nd day of APRIL, 1998.


OFER AHUVIA

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this 2nd day of April, 1998,
personally appeared before me, the undersigned officers duly authorized to administer
oaths and take acknowledgments, OFER AHUVIA, well known and known to be the
person who executed the foregoing Articles of Incorporation, AHUVIA RESORT INT.,
INC. and he acknowledged that he signed and executed the same for the purpose therein
stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at
Orlando, in said County and State, this 2nd day of APRIL, 1998.



STEVEN H WALZER
My Commission CC555980
Expires Jul. 12, 2000

Steven H. Walzer
NOTARY PUBLIC-STATE OF FLORIDA

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

IN COMPLIANCE with Section 48.091 of the Florida Statutes, the following is
submitted:

First that AHUVIA RESORT INT., INC. desiring to organize or qualify under the laws
of the State of Florida, its principal place of business in the City of Longwood, Florida
has named OFER AHUVIA, 154 Wisteria Drive, Longwood, Florida as its agent to

accept service process within Florida.


OFER AHUVIA

Date: April 2, 1998

ACCEPTANCE

Having been named to accept service of process for the above – named 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.


OFER AHUVIA

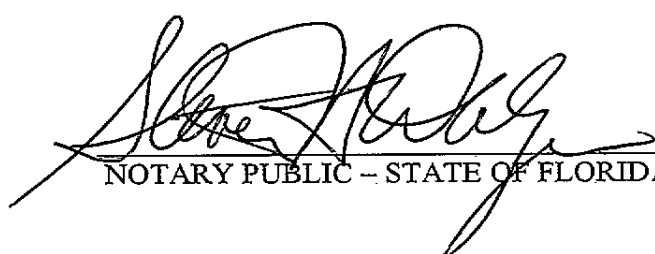
Date: April 2, 1998

STATE OF FLORIDA

COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED before me this 2nd day of

April, 1998, in said County and State.


NOTARY PUBLIC – STATE OF FLORIDA

FILED
98 APR -3 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



STEVEN H WALZER
My Commission CC555960
Expires Jul. 12, 2000