

P980000 33492  
*Jennifer L. Schnechtman* P.A.

**CERTIFIED PUBLIC ACCOUNTANT**

9050 PINES BOULEVARD, SUITE 385-A  
PEMBROKE PINES, FL 33024  
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April 7, 1998

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

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-04/10/98--01052--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

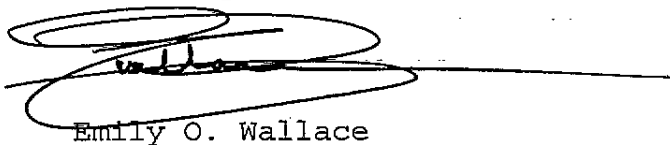
Re: **CLUB 55 BIS, INC.**  
**ARTICLES OF INCORPORATION**

Dear Sir or Madam:

Enclosed please find the original and two copies of the Articles of Incorporation of **CLUB 55 BIS, INC.** along with a check in the amount of \$78.75 for the filing fees. Please forward to me the third copy after it has been stamped "filed".

Thank you for your attention in this matter.

Sincerely,

  
Emily O. Wallace

Enclosures

**FILED**  
98 APR 10 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

98 APR 10 AM 11:13

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
CLUB 55 BIS, INC.

THE UNDERSIGNED subscriber to these articles of incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

I

The name of this corporation shall be CLUB 55 BIS, INC. and the principal place of business shall be 455 LINCOLN ROAD, MIAMI BEACH, FL 33139.

II

This corporation may engage in or transact any and all lawful business and/or activities permitted under the laws of the State of Florida, of the United States, and of any other state, country, territory or nation, and shall have all of the powers granted to a corporation under the State of Florida, of the United States, and of any other state, country, territory or nation.

III

This corporation is authorized to issue 1000 shares of common stock of a par value of 1 dollar a share.

IV

The initial address of this corporation shall be 455 LINCOLN ROAD, MIAMI BEACH, FL 33139 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The name and address of the initial registered agent shall be PAUL BECHNAINOU, 455 LINCOLN ROAD, MIAMI BEACH, FL 33139.

V

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors.

VI

This corporation shall commence its existence immediately upon the filing of these articles of incorporation, and shall exist perpetually unless sooner dissolved according to law.

VII

There shall be a Board of Directors for this corporation which shall consist of one person. The number of Directors may be increased or diminished from time to time as determined by the By-Laws, but shall never be less than one. Any Director may be removed at any annual or special meeting of stockholders called in accordance with the By-Laws of the Corporation, by the same vote as that required to elect a Director.

VIII

The name and address of the first Board of Directors is as follows:

PAUL BECHNAINOU  
455 LINCOLN ROAD  
MIAMI BEACH, FL 33139


The members of the first Board of Directors, unless otherwise provided by the By-Laws, shall hold office for the first year of the existence of the Corporation or until their successors are elected or appointed and have qualified.

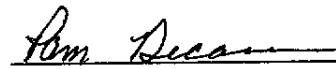
IX

The name and address of the subscriber to these articles of incorporation is CLUB 55 BIS, INC.


IN WITNESS WHEREOF, the undersigned had hereunto set his hand and seal this 31 day of MARCH, in the year 1998.

  
WITNESS


  
PAUL BECHNAINOU

  
WITNESS

CLUB 55 BIS, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the city of MIAMI BEACH, FLORIDA has named PAUL BECHNAINOU, 455 LINCOLN ROAD, MIAMI BEACH, FL 33139 in the county of DADE, State of Florida, as its agent to accept service of process within Florida.

  
PAUL BECHNAINOU, CORPORATE OFFICER

HAVING BEEN NAMED to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree to the proper and complete performance of my duties.

  
PAUL BECHNAINOU, REGISTERED AGENT

FILED  
98 APR 10 AM 11:13  
SECRETARY OF STATE  
MIAMI BEACH, FLORIDA