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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS  
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FROM: BILZIN, SUMBERG DUNN PRICE & AXELROD LLP  
075350000132

ACCT#:

CONTACT: KENDALL SPARKMAN

PHONE: (305) 374-7580

FAX #:

(305) 350-2446

NAME: NORTHPORT MARDI GRAS, INC.

AUDIT NUMBER.....H98000009079

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5/14/98

**EXPIRATION DATE**  
5-8-99

ARTICLES OF INCORPORATION  
OF  
NORTHPORT MARDI GRAS, INC.

**FILED**  
**98 MAY 14 AM 11:43**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I -- NAME

The name of this corporation is NORTHPORT MARDI GRAS, INC.

ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation are:

12000 Biscayne Boulevard, Penthouse 810  
Miami, Florida 33181.

ARTICLE III -- PURPOSE

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

ARTICLE IV -- CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

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

12000 Biscayne Boulevard, Penthouse 810  
Miami, Florida 33181;

and the name and address of the initial registered agent of this corporation are:

<u>Name</u>	<u>Address</u>
Thomas K. Ireland	12000 Biscayne Boulevard, Penthouse 810 Miami, Florida 33181.

This instrument prepared by:  
Martin A. Schwartz, Esquire  
Florida Bar No. 319279  
BILZIN SUMBERG DUNN & AXELROD LLP  
2500 First Union Financial Center  
Miami, Florida 33131-2336  
Telephone: 305-374-7580

ARTICLE VI -- COMMENCEMENT

This corporation shall commence as of 12:01 A.M., May 8, 1998.

ARTICLE VII -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than one. The name and address of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
Thomas K. Ireland	12000 Biscayne Boulevard, Penthouse 810 Miami, Florida 33181.

ARTICLE VIII -- INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

<u>Name</u>	<u>Address</u>
Thomas K. Ireland	1200 Biscayne Boulevard, Penthouse 810 Miami, Florida 33181.

ARTICLE IX -- BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE X -- INDEMNIFICATION

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

ARTICLE XI -- AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein as of the 7th day of May, 1998.

  
\_\_\_\_\_  
Thomas K. Ireland, Incorporator and Registered Agent

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