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June 27, 1998

Secretary of State  
Corporate Division  
Box 6327  
Tallahassee, Florida 32314

700002574707-5  
-06/29/98-01058-017  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Articles of Incorporation of  
Club America Enterprises, Inc.

Gentlemen:

Enclosed herewith please find original and a copy of the above Articles of Incorporation, together with our firm check made payable to the Secretary of State in the amount of \$122.50, representing the filing fee. Please return the enclosed copy certified to me in the enclosed stamped addressed envelope.

Please do not hesitate to contact me should you have any questions concerning this matter.

Thank you in advance for your assistance in this matter.

Very truly yours,

*Adrienne L. Swain*

ADRIENNE L. SWAIN,  
Legal Assistant to  
RAUL J. SALAS

Enclosures

MIA95 229109.1 - ALS

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FILED  
98 JUN 29 AM 11:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98-30-98

**ARTICLES OF INCORPORATION  
OF  
CLUB AMERICA ENTERPRISES, INC.**

FILED  
98 JUN 29 AM 11:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this Corporation is CLUB AMERICA ENTERPRISES, INC. and its address is 66 West Flagler Street, Miami, Florida 33130 Attn: Mr. Xavier L. Suarez.

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of one (\$.01) penny par value common stock, which shall be designated "Common Shares."

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of this Corporation is Xavier L. Suarez, 66 West Flagler Street, Miami, Florida 33131.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have four (4) Directors initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Director of this Corporation is

<u>NAME</u>	<u>ADDRESS</u>
MARIO RODRIGUEZ	2459 South Bayshore Dr. Miami, Florida 33133
VICTOR BUBNOW	15495 Eagle Nest Lane, Suite 120 Miami Lakes, Florida 33014
BOB RODRIGUEZ	5999 Biscayne Boulevard Miami, Florida 33137
XAVIER L. SUAREZ	66 West Flagler Street Miami, Florida 33130

#### ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

#### ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

#### ARTICLE IX - PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

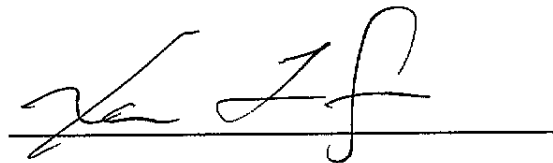
#### ARTICLE X - INCORPORATOR

The name of the person signing these Articles is Xavier L. Suarez, , and his address is 66 West Flagler Street, Miami, Florida 33130.

#### ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23<sup>rd</sup> day of June, 1998.

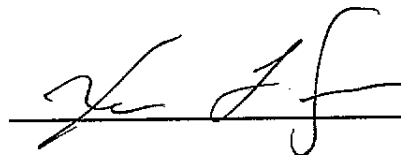
A handwritten signature in black ink, appearing to read 'Xavier L. Suarez', is written over a horizontal line.

Xavier L. Suarez, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 24<sup>th</sup> DAY OF JUNE, 1998.



XAVIER L. SUAREZ

FILED  
98 JUN 29 AM 11:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA