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FLORIDA DIVISION OF CORPORATIONS

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076103002011

ACCT#:

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NAME: CLUB 55, INC.

AUDIT NUMBER.....H98000017234

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

CERT. OF STATUS..1

PAGES..... 4

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**ARTICLES OF INCORPORATION**  
**OF**  
**CLUB 55, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I - Name**

The name of the corporation is Club 55, Inc. (the "Corporation").

**ARTICLE II - Purpose**

The Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the laws of the State of Florida or any other state, country, territory or nation.

**ARTICLE III - Capital Stock**

The Corporation is authorized to issue 100,000,000 shares of common stock, par value \$.0001 per share. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All such stock when issued shall be fully paid and exempt from assessment.

**ARTICLE IV - Registered Office and Agent**

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation is:

Michel Castellano  
5601 Collins Avenue, PH 1  
Miami Beach, FL 33140

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This document prepared by:  
Sandra Saba for Berman Wolfe & Rennert, P.A.  
100 S. E. Second Street, 35<sup>th</sup> Floor  
Miami, Florida 33131  
(305) 577-4163

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**ARTICLE V - Corporate Mailing Address**

The principal office and mailing address of the Corporation is:

5601 Collins Avenue, PH 1  
Miami Beach, FL 33140

**ARTICLE VI - Incorporator**

The name and street address of the incorporator of the Corporation are as follows:

Michel Castellano  
5601 Collins Avenue, PH 1  
Miami Beach, FL 33140

**ARTICLE VII - Powers**

The Corporation shall have all of the corporate powers enumerated under Florida law.

**ARTICLE VIII - Director-Conflicts of Interest**

No contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or her votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

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(c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, committee, or the shareholders.

A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent permitted under, and subject only to the limitations and provisions of, the laws of the State of Florida and the laws of the United States.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, and the presence or vote of common or interested directors may be counted for purposes of determining whether the transaction is approved under provisions of Florida law other than those relating to director conflicts of interest.

#### ARTICLE IX - No Anti-Takeover Law Governance

The Corporation shall not be governed by Sections 607.0901 or 607.0902 of the Florida Business Corporation Act or any laws related thereto.

#### ARTICLE X - Indemnification

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

#### ARTICLE XI - Fiscal Year

The fiscal year of this Corporation shall be the calendar year, unless otherwise established by the Board of Directors.

#### ARTICLE XII - Duration

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

The undersigned has executed these Articles of Incorporation this 15<sup>th</sup> day of September, 1998.

By:   
Michel Castellano, President

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FROM : M CASTELLANO

PHONE NO. : 305 8644040

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**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Club 55, Inc., at the place designated in the Articles of Incorporation, the undersigned, an individual, agrees to act in this capacity, and is familiar with and accepts the obligations of the position of registered agent under the provisions of Section 607.0505, Florida Statutes.

Dated this 15th day of September, 1998.

By:   
Michel Castellano, President

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