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LAW OFFICES OF
SHAPIRO AND WEIL
1666 79TH STREET CAUSEWAY
SUITE 608
MIAMI BEACH, FLORIDA 33141

HERBERT S. SHAPIRO
(DECEASED, JAN 11TH, 1995)
MURRAY B. WEIL, JR.
ADMITTED TO MASSACHUSETTS BAR

RICHARD A. DAAR
LAURENCE FEINGOLD
NORMAN M. SEVIN
OF COUNSEL

(305) 864-2369
TELECOPIER (305) 865-6779

September 29, 1998

Secretary of State
Division of Corporations
POB 6327
Tallahassee FL 32314

ATTN: New Corporations

RE: STAR CLUB, INC.

400002657454--7
-10/07/98--01032--017
****122.50 *****78.75

Dear Sir/Madam:

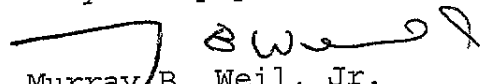
Enclosed please find the following:

1. An original and one copy of Articles of Incorporation for the corporation referenced above; and
2. Check made payable to the Secretary of State in the amount of \$122.50 representing \$35.00 filing fee, \$35.00 Registered Agent Designation, and \$52.50 for a certified copy of the filing.

Please file the Articles of Incorporation of Star Club, Inc. and furnish the undersigned with a certified copy of same.

Your prompt attention to this matter is appreciated.

Very truly yours,


Murray B. Weil, Jr.

MBW/sl
Encls.

98 OCT - 7 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

STAR CLUB, INC.

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38 OCT - 7 PM 3: 13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this corporation is STAR CLUB, INC.

ARTICLE II

Duration

This corporation shall be perpetual commencing immediately.

ARTICLE III

Purpose

This corporation is organized for the purpose of:

- (a) Tour Operator, wholesale and retail; and
- (b) any and all purposes related to the above.

In general, this corporation may, without restriction, perform any and all acts and functions permitted by law.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 50 shares of common stock at \$10.00 par value.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial Registered Office of this corporation is:

300 - 71st Street, Suite 620
Miami Beach, Florida 33141

The name and address of the initial Registered Agent of this corporation at that address is:

RICHARD BESSER

ARTICLE VI
Initial Board of Directors

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one or more than five.

<u>NAME</u>	<u>ADDRESS</u>
PAUL BESSER President/Director	300 - 71st Street, Suite 620 Miami Beach FL 33141
RICHARD BESSER Vice-President	300 - 71st Street, Suite 620 Miami Beach FL 33141
LIANA BESSER Secretary/Treasurer	300 - 71st Street, Suite 620 Miami Beach FL 33141

ARTICLE VII
Incorporator

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

PAUL BESSER
300 - 71st Street, Suite 620
Miami Beach FL 33141

ARTICLE VIII
Amendment

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

ARTICLE IX
Initial Capital

The initial capitalization with which this corporation is to commence is \$500.00.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation, this 30 day of September, 1998.



PAUL BESSER, Subscriber

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared PAUL BESSER, the person who executed the foregoing Articles of Incorporation of STAR CLUB, INC.; he is: pres + Personally known to me ~~or~~ ~~Produced~~ _____ as identification, and he acknowledged before me that he executed same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County last aforesaid, this 30 day of September, 1998.



Murray B. Weil, Jr.
NOTARY PUBLIC, State of Florida

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, at the place designated in the Certificate, I hereby accept this appointment and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

Richard Besser
RICHARD BESSER, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA