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November 2, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600002680546--9
-11/04/98--01081--020
*****122.50 *****78.75

RE: HOLIDAY RESORTS INTERNATIONAL, INC.

To Whom It May Concern:

Enclosed herein please find an original and one (1) copy of the Articles of Incorporation and Designation of Registered Agent for the new corporation referenced above.

Also, enclosed please find my check payable to the Secretary of State in the amount of \$122.50. Please process the enclosed and return a certified copy of the Articles of Incorporation to me, at the address listed above.

Thank you for your kind cooperation.

Very truly yours,

MICHAEL BLACKER, P.A.

Michael Blacker
MICHAEL BLACKER, ESQUIRE

MB:al
Enclosure (as stated)

FILED
98 NOV -4 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MB
11/4/98
4

ARTICLES OF INCORPORATION
OF
HOLIDAY RESORTS INTERNATIONAL, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is: HOLIDAY RESORTS INTERNATIONAL,
INC.

ARTICLE II - PURPOSES

This corporation is organized for the following purposes: To do any and all
business that is legal in the State of Florida whatsoever.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common
stock with no par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 701
Brickell Avenue, Suite 2080, City of Miami, County of Dade, State of Florida, and the name of
the initial registered agent of this corporation at this address is : Michael H. Blacker as its agent
to accept service of process within this State.

ARTICLE V - PRINCIPAL OFFICE

The principal office of this corporation is:

520 N.W. 165th Street Road, Suite 204, Miami, Florida 33169.

ARTICLE VI

It is the intention and purpose of the subscribers of these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the provisions of Section 1244 of the Internal Revenue Code, and it is contemplated that the stockholders and officers of this corporation shall adopt such resolutions as are appropriate in order to effectuate the treating of the stock of this corporation under Section 1244 of the Internal Revenue Code.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director 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. The name and address of the initial director of this corporation is:

Name

Address

Joe Shaktman

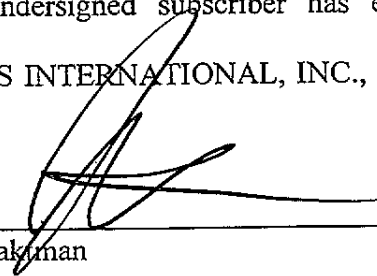
1975 E. Sunrise Blvd., Suite 816
Ft. Lauderdale, Florida 33304

ARTICLE VIII - INCORPORATORS

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

Joe Shaktman
1975 E. Sunrise Blvd. Suite 816
Ft. Lauderdale, Florida 33304

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of HOLIDAY RESORTS INTERNATIONAL, INC., this 30th day of October, 1998.



Joe Shaktman

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation,
at place designated in this certificate, I hereby accept to act in this capacity and agree to comply
with the provisions of said Act relative to keeping open said office.

Michael Blacker
REGISTERED AGENT

FILED
98 NOV 14 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA