

PA8000104079



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 064163 5490A

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 78.75

ORDER DATE : December 14, 1998

ORDER TIME : 2:36 PM

ORDER NO. : 064163-005

CUSTOMER NO: 5490A

000002712200--1

CUSTOMER: Ms. Alida Sims
MASTRIANA & CHRISTIANSEN
MASTRIANA & CHRISTIANSEN
Suite 200
1500 N. Federal Highway
Fort Lauderdale, FL 33304

DOMESTIC FILING

NAME: LE CLUB INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 14 AM 10:08

RECEIVED
98 DEC 14 PM 4:11
INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 14 AM 10:08

ARTICLES OF INCORPORATION
OF
LE CLUB INTERNATIONAL, 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 shall be:

LE CLUB INTERNATIONAL, INC.

The address of the principal office of this corporation shall be 1500 North Federal Highway, Suite 200, Fort Lauderdale, Florida 33304, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1500 North Federal Highway, Suite 200, Fort Lauderdale, Florida 33304, and the name of the initial registered agent of the corporation at that address is F. Ronald Mastriana.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

| | |
|---------------------------------|--|
| George Green President | 2882 Northeast 14th Street, Pompano Beach, Florida 33062 |
| Harold Klemow Vice President | Klemow Organization 2001 West Sample Road, Suite 320, Pompano Beach, Florida 33064 |

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on December 14, 1998.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Incorporator, Karen B. Rozar

CKS

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Le Club International, Inc.

(must include suffix)

2. The name and address of the registered agent and office is:

F. Ronald Mastriana

(NAME)

1500 North Federal Highway, Suite 200

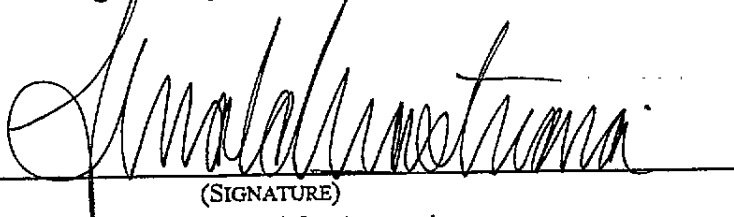
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Fort Lauderdale, Florida 33304

(CITY/STATE/ZIP)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 14 AM 10:08

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

F. Ronald Mastriana

12-14-98

(DATE)