

LAW OFFICES
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*Fla. Bar Certified in Real Estate Law

February 16, 1999

Via Federal Express

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32309

400002778004--4
-02/17/99--01042--005
612.50 **78.75

Re: Olen Companies

Dear Sir/Madam:

Enclosed please the original Articles of Incorporation for each of the following:

- 1) Indian Hills Corp.
- 2) Players Club Corp.
- 3) Weston Place Corp.
- 4) Sanctuary Cove Corp.
- 5) Whalers Cove Corp.

Also enclosed is this firm's check in the amount of \$612.50, representing the total of the filing fees for the above. Please return certified copies of the Articles to the undersigned upon filing.

If you have any questions or require any additional information, please contact me at the above number.

Sincerely,

MANDEL, WEISMAN & KIRSCHNER

Janice L. Griffin

FILED
99 FEB 25 PM 2:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

2/25
1009-4100
NA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 18, 1999

MANDEL WEISMAN & KIRSCHNER, P.A.
% JANICE L. GRIFFIN
2101 CORPORATE BLVD., SUITE 300
BOCA RATON, FL 33431

SUBJECT: INDIAN HILLS CORP.
Ref. Number: W99000004100

We have received your document for INDIAN HILLS CORP.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 199A00007339

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*Fla. Bar Certified in Real Estate Law

February 24, 1999

VIA FEDERAL EXPRESS

Ms. Loria Poole
Corporate Specialist
Florida Department of State
409 Easter Gains Street
Tallahassee, Florida 32399

Re: Indian Hills Corp.
Your Reference No.: W99000004100

Dear Ms. Poole:

I am returning herewith the original Articles of Incorporation of Indian Hills Corp., together with a copy thereof, and a copy of your notification letter.

The enclosed Articles were returned to this office as a result of a similarity in name to an active trademark for "Indian Hills." However, as we discussed, the owner of the trademark is an affiliated entity, and has as its principals, the principals of the Indian Hills Corp. being incorporated.

I trust that the enclosed will be sufficient to continue processing of the Articles, however, if there are any additional questions, please call me at your convenience. Your assistance in this matter is greatly appreciated.

Sincerely,

MANDEL, WEISMAN & KIRSCHNER, P.A.


Janice L. Griffin

JLG/dl
Enclosures
cc: Mark Hansen

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**ARTICLES OF INCORPORATION
OF
INDIAN HILLS CORP.**

FILED
99 FEB 25 PM 2:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, do hereby subscribe these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, Chapter 607 and subject to the following provisions:

ARTICLE ONE

The name of the Corporation shall be: INDIAN HILLS CORP.

ARTICLE TWO

This corporation shall have perpetual existence and may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

The general nature of the business to be transacted by this Corporation shall be:

A) To engage in the business of the acquisition, development, finance, lease and sale of real estate.

B) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Florida upon corporations formed under its laws, and to do any or all things hereinabove set forth to the same extent as natural persons might or could do.

ARTICLE THREE

The maximum number of shares of stock which the Corporation shall have outstanding at any time shall be One Hundred (100) shares, common stock, One Dollar (\$1.00) par value. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in other assets transferred to the Corporation, at a true valuation as of the time of the exchange for stock.

ARTICLE FOUR

The principal office of the Corporation shall be located at:

1060 Coral Ridge Drive
Coral Springs, Florida 33071

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE FIVE

This Corporation shall have two (2) director(s) initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1), nor more than three (3).

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or Officer of the Corporation, and any person who serves at the request of this Corporation, and a director or officer of any other Corporation, from and against any and all claims and liabilities to which such person shall become

subject by reason of his having heretofore or hereafter been a director or officer of this Corporation, or by reason if any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer and shall reimburse such each person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors, or officers, of such other corporation. Any director, individual or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the Corporation, provided the fact that his interest should be disclosed or should have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken, and any Director of the Corporation who is so interested may be counted in determining the existence of a quorum

at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE SIX

The names and addresses of the members of the First Board of Directors and officers who shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified, are as follows:

BOARD OF DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Igor Olenicoff	1060 Coral Ridge Drive Coral Springs, Florida 33071
Andrei Olenicoff	1060 Coral Ridge Drive Coral Springs, Florida 33071

OFFICERS

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Igor Olenicoff	President	1060 Coral Ridge Drive Coral Springs, Florida 33071
Andrei Olenicoff	Vice President	1060 Coral Ridge Drive Coral Springs, Florida 33071
Mark Hansen	Vice President	11211 S. Military Trail Boynton Beach, Florida
Andrei Olenicoff	Secretary	1060 Coral Ridge Drive Coral Springs, Florida 33071

ARTICLE SEVEN

The names and addresses of the subscriber to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Andrei Olenicoff	1060 Coral Ridge Drive Coral Springs, Florida 33071

ARTICLE EIGHT

This Corporation shall have full power to carry on and transact each or all of the business enumerated in Article Two of these Articles of Incorporation, and shall have all the general and additional powers now and hereafter conferred upon it by Law.

ARTICLE NINE

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed to the stockholders and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon.

ARTICLE TEN

Upon election of the Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this Corporation without the necessity of further authority from the stockholders, except as by law or in these Articles otherwise provided;

any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the Corporation which may at such time be actually issued unless otherwise provided by the By-Laws of the Board of Directors. All holders of common stock of this Corporation shall be entitled to vote the same in the manner provided by law whether said stock shall be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE ELEVEN

The private property of the stockholders, officers and directors shall not be subject to the payment of the obligations of the Corporation to any extent.

ARTICLE TWELVE

The registered Agent for service of process in the State of Florida, and its registered office shall be:

Mark Hansen
11211 S. Military Trail
Boynton Beach, Florida

ARTICLE THIRTEEN

The existence of this Corporation shall be perpetual, commencing as of the date of the filing of these Articles.

ARTICLE FOURTEEN

The shareholders may at their direction, repeal, alter or amend the By-Laws of this Corporation as provided under Chapter 607.081 of the Florida Statutes, restricting the power vested in the Board of Directors to adopt, amend, or repeal the By-Laws within its regular course of business.

ARTICLE FIFTEEN

The duration of the Corporation's existence shall extend for the period beginning on the date of the filing of these Articles and extend perpetually.

ARTICLE SIXTEEN

All of the issues and outstanding shares of the Corporation shall be made subject to restrictions in their transferability by agreement among the holders of such shares. A copy of such agreement shall be kept on file with the secretary of the Corporation and shall be subject to inspection by stockholders of record and bona fide creditors of the Corporation at reasonable times during business hours.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and affixed his seal on this 8TH day of FEBRUARY, 1999.


ANDREI OLENICOFF

ACKNOWLEDGMENT BY REGISTERED AGENT

The undersigned, having been named in the foregoing Articles of Incorporation of:
INDIAN HILLS CORP. to accept service of process, hereby accepts such designation.

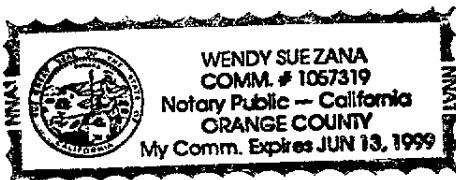


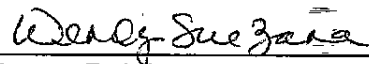
MARK HANSEN, Registered Agent

STATE OF CALIFORNIA)
)
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared ANDREI OLENICOFF to me well known and known to me to be the person described in, who after first being duly sworn, executed the foregoing Articles of Incorporation, freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at said County and State, this 8th day of February, 1999.





Notary Public - Wendy Sue Zana
Commission #1057319
My Commission Expires: 6/13/99

FILED
99 FEB 25 PM 2:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA