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FLORIDA PROFIT CORPORATION OR P.A.

South
Leisure Concepts of Florida, Inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 6, 1999

LEVIN AND TANNENBAUM PA

SUBJECT: LEISURE CONCEPTS OF FLORIDA, INC.
REF: W99000010430

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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THE CONFLICT IS LEISURE CONCEPTS, INC. DOC #P97000071268.

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Beth Register
Corporate Specialist Supervisor

FAX Aud. #: H99000010621
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

Audit # H99000010621 3

ARTICLES OF INCORPORATION**OF****LEISURE CONCEPTS, INC. OF SOUTH FLORIDA**

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

LEISURE CONCEPTS, INC. OF SOUTH FLORIDA

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 shares of Common Stock having a par value of \$1.00 per share.

Prepared By: Chad L. Gates, Esquire
Levin and Tannenbaum, P.A.
1680 Fruitville Rd., Suite 102
Sarasota, FL 34236
Phone: (941) 316-0111 Fax: (941) 316-0515
FL Bar No. 981095

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ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 3000 South Tamiami Trail, #2, Venice, Florida 34293.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 3000 South Tamiami Trail #2, Venice, Florida 342393 and the registered agent at such office is Jill S. Gates.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Jill S. Gates
3000 South Tamiami Trail #2
Venice, FL 34293

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

Audit # H99000010621 3

ARTICLE IX - INCORPORATOR

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

Jill S. Gates
3000 South Tamiami Trail #2
Venice, FL 34293

The undersigned has executed these Articles this 5/10 day of May, 1999.

Jill S. Gates
JILL S. GATES

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for Leisure Concepts, Inc. of South Florida at the place designated in the Articles, 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.

5/10/99
Date

Jill S. Gates
JILL S. GATES
Registered Agent

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