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Please respond to:
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954 894-8000
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954 894-8015

June 28, 1999

VIA FIRST CLASS MAIL

Division of Corporations
Bureau of Corporate Records
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

500002820595--7
-07/01/99--01039--003
****157.50 *****78.75

RE: Articles of Incorporation / Mercury South Beach Resort, Inc. and
Mercury Resort Management, Inc.

Gentlemen:

Enclosed herewith please find an original and one copy of the above-referenced Articles of Incorporation, along with our check #2334 in the amount of \$157.50, made payable to the Secretary of State. This payment is broken down as follows:

Filing Fee (2)	\$ 70.00
Certified Copy (2)	17.50
Registered Agent Filing Fee (2)	<u>70.00</u>
TOTAL:	\$157.50

Kindly return the certified copies to me in the enclosed self-addressed, stamped envelope. Thank you in advance for your prompt attention to this matter.

Very truly yours,

Dennis Eisinger

DENNIS J. EISINGER
For the Firm

Encs.
DJE:as

FILED
99 JUL -1 AM 11:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
MERCURY RESORT MANAGEMENT, INC.**

FILED
99 JUL -1 AM 11:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLE I
NAME**

The name of this corporation shall be:

MERCURY RESORT MANAGEMENT, INC.

**ARTICLE II
DURATION**

This corporation shall commence its existence upon the filing of these Articles and the duration of this corporation is perpetual.

**ARTICLE III
PURPOSE**

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

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

**ARTICLE V
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VI
PRINCIPAL OFFICE OF BUSINESS

The principal place of business of this corporation is: 100 Collins Avenue, Miami Beach, Florida 33139.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021, and the name of the initial registered agent is Dennis J. Eisinger.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The names and addresses of the Directors are:

Alan Lieberman
2800 Island Boulevard
Unit 1601
Williams Island, Florida 33160

William Squire
111 Alton Road
South Miami Beach, Florida 33139

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is Dennis J. Eisinger, Esq., 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021. The Incorporator shall not be liable, in any form or fashion, for any acts or omissions of the Corporation.


ARTICLE X
BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI
AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24th day of June, 1999.



Dennis J. Eisinger, Sole Incorporator

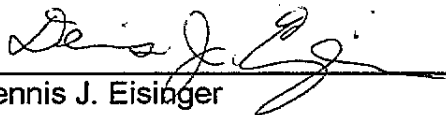
Lieberman is 50% and the other two shareholders are 25% each.

Do S-Election and Application for FEI numbers.

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 24th DAY OF JUNE, 1999.

By: 
Dennis J. Eisinger

FILED
99 JUL - 1 AM 11:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA