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Profit NonProfit Limited Liability Domestication Other	AMENDMENTS Amendment Resignation of R.A., Officer/ Direct Change of Registered Agent Dissolution/Withdrawal Merger	AHASSIA
OTHER FILINGS Annual Report Fictitious Name Name Reservation	REGISTRATION/ QUALIFICATION Foreign Limited Partnership Reinstatement	
	Trademark Other	B. BROCK JUL 7 1999

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Examiner's Initials

ARTICLES OF INCORPORATION OF MERCURY SOUTH BEACH RESORT, INC.

99 JUL -1 MIII: 51 SECRETARY OF STATE TALLAHASSEE FLORIDA

ARTICLE I

The name of this corporation shall be:

MERCURY SOUTH BEACH RESORT, 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 24 day of June, 1999.

Dennis J. Eisinger, Sole Incorporato

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 24 DAY OF JUNE, 1999.

Dennis J. Fisinger

99 JUL -1 AH II: 51
SECRETARY OF STATE