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1.) Quarter-Deck Club, Inc.
(CORPORATE NAME & DOCUMENT #)

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2.)
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ARTICLES OF INCORPORATION
OF
QUARTER-DECK CLUB, INC.

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

ARTICLE I: NAME

The name of this Corporation (the "Corporation") shall be **QUARTER-DECK CLUB, INC.**, a Florida corporation.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 133 Sevilla, Coral Gables, Florida, 33134.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of one (\$1.00) dollar per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Neil Steven Rollnick, Esq., Rollnick & Linden, P.A., 133 Sevilla, Coral Gables, Florida, 33134.

ARTICLE V: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Neil Steven Rollnick, Esq., Rollnick & Linden, P.A., 133 Sevilla, Coral Gables, Florida, 33134.

ARTICLE VI: GENERAL PROVISIONS

(a) The Corporation may transact business, borrow, lend or otherwise deal or contract to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

(b) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under any By-Laws, agreements, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and is to continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

The undersigned has executed these Articles of Incorporation this 17 day of August, 1999.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



NEIL STEVEN ROLLNICK, Incorporator

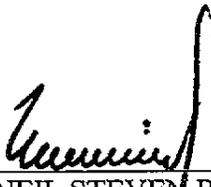
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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Pursuant to the provisions of Section 607.0501, Florida Statutes, the corporation mentioned below, 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 **QUARTER-DECK CLUB, INC**, a Florida corporation.
2. The name and address of the registered agent and office is Neil Steven Rollnick, Esq., Rollnick & Linden, P.A., 133 Sevilla, Coral Gables, Florida, 33134.

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.



NEIL STEVEN ROLLNICK

Dated: August 16, 1999