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LAW OFFICE OF
KENNETH D. HAGLER, P. A.
ATTORNEY AT LAW
FIVE PALM ROW
POST OFFICE BOX 4365
ST. AUGUSTINE, FLORIDA 32085-4365

KENNETH D. HAGLER

October 27, 1999

FILED
99 NOV 16 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE (904) 824-7700
TELECOPIER (904) 824-8701

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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11/16/99--01022--005
122.50 *78.75

Re: Beacher's Lodge Rentals, Inc.

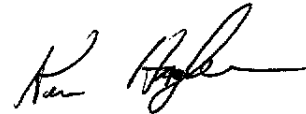
Dear Sir/Madam:

Enclosed are original Articles of Incorporation for the above referenced corporation. I enclose a check in the sum of \$122.50 for fees to incorporate this entity. I have also enclosed an Affidavit releasing their name by a corporation which was administratively dissolved.

I have also enclosed a copy of the original Articles of Incorporation. Please file stamp them and return them to me along with your certificate of incorporation.

If you have any questions, please call me at (904) 824-7700. Thank you for your assistance.

Very truly yours,



Kenneth D. Hagler

KDH/dhp

Enclosures

F. CHESNEY NOV 17 1999

AFFIDAVIT FOR RELINQUISHMENT OF CORPORATE NAME

FILED
99 NOV 16 PM 1:06
SECRETARY OF STATE,
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF Duval

This day before me, personally appeared BURK BRINTON, who being first duly sworn and deposed says:

1. That he is the President of Beacher's Lodge Rentals, Inc., a non-profit corporation assigned reference number N9800006285 by the Florida Secretary of State's office.
2. That the corporation referenced above has been administratively dissolved by the State of Florida.
3. That neither the affiant, nor anyone else on behalf of the corporation, has any intention of reinstating the dissolved corporation, and therefore agrees to release the name of the corporation for use as a for-profit corporation.


Burk Brinton

Burk Brinton, President
Beacher's Lodge Rentals, Inc., a
non-profit corporation

Before me, the undersigned authority, personally appeared BURK BRINTON, as President of Beacher's Lodge Rentals, Inc. and who is neither personally known to me or provided as identification and who executed the foregoing and acknowledged to and before me that he executed the instrument for the purpose herein expressed.

WITNESS MY HAND AND OFFICIAL SEAL at Jacksonville, Florida, this 5th day of November, 1999.

Vivian Marable
Notary Public, State of Florida at Large.
My commission expires:

 Vivian Marable
My Commission Cc700684
Expires January 10, 2002

ARTICLES OF INCORPORATION

OF

BEACHER'S LODGE RENTALS, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, form this corporation under the Laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is BEACHER'S LODGE RENTALS, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of business to be transacted by this corporation is that this corporation may engage in any activity or business permitted under the Laws of the United States and of the State of Florida, except that this corporation shall not conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, cemetery company, a building and loan association, fraternal benefit society, state fair exposition company, or engineering company.

ARTICLE III

SHARES OF STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED

FORTY-TWO (142) shares of common stock of the par value of ONE DOLLAR AND NO/100 DOLLARS (\$1.00) per share only.

The holders of the common stock shall be entitled to one (1) vote for each such share of common stock so held and shall participate in the meetings of the stockholders. All or any part of said common stock may be paid in cash or in property, labor, or services, the value thereof to be fixed and determined by the shareholders at their first meeting or at any subsequent meeting.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V

ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is 6970 A-1-A South, St. Augustine, Florida 32086.

ARTICLE VI

INCORPORATOR

The name and address of the incorporator of these Articles is Kenneth D. Hagler, Five Palm Row, St. Augustine, Florida 32084.

ARTICLE VII

AMENDMENTS

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a

majority vote of the stockholders entitled to vote, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be made.

ARTICLE VIII

RESIDENT AGENT

The street address of the registered office is 5 Palm Row, St. Augustine, Florida 32084, and the name of its initial Registered Agent at such address is Kenneth D. Hagler, until changed as provided by law without amendment of these Articles.

IN WITNESS WHEREOF, the said incorporator has hereunto set his hand and seal this 29th day October, 1999.

Kenneth D. Hagler
Kenneth D. Hagler

STATE OF FLORIDA)
COUNTY OF ST. JOHNS)

BEFORE ME, the undersigned authority, personally appeared this date KENNETH D. HAGLER, who is personally known to me, and who executed the foregoing and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal at St Augustine, St. Johns County, Florida this 29th day of October, 1999.

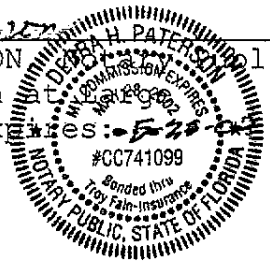
Debra H. Peterson
DEBRA H. PETERSON, Notary Public
State of Florida at Large
My Commission Expires: 5-25-02.
Bonded thru
Troy Fain-Insurance
NOTARY PUBLIC, STATE OF FLORIDA

I, KENNETH D. HAGLER, hereby accept the designation of
Resident Agent of BEACHER'S LODGE RENTALS, INC. for service of
process.

Kenneth D. Hagler
KENNETH D. HAGLER

SWORN TO and subscribed before me this 29th day of October,
1999.

Debra H. Paterson
DEBRA H. PATERSON
State of Florida
My commission expires: 5-28-02



FILED

99 NOV 16 PM 1:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA