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ROBERT S. KORSCHUN

ATTORNEY AT LAW

19 WEST FLAGLER STREET • BISCAYNE BUILDING SUITE 403 • MIAMI, FLORIDA 33130-4401
TELEPHONE: (305) 371-8918 • FAX: (305) 371-8919

October 16, 2001

Department of State
Division of Corporations
Post office Box 6327
Tallahassee, Florida 32314

RE: B.E.A.C.H.E.S. INVESTMENT GROUP, LLC

Dear Sir or Madam:

Enclosed herewith is an original and one copy of the Articles of Organization for B.E.A.C.H.E.S. Investment Group, LLC, a Florida limited liability corporation, along with my check in the amount of \$100 payable to the order of Secretary of State.

Please file the enclosed Articles and return the copy with date of filing stamped thereon.

Please send me also the latest copy of Chapter 608 available for public distribution.

Very truly yours,


ROBERT S. KORSCHUN

CC: SHIRLEY MASON

11/1 \$125
00789-02827-00676-00671
W01-24301

700004641167-7
-10/18/01-01028-008
****100.00 ****100.00

700004641167-7
-11/05/01-01016-007
****30.00 ****30.00

FILED
01 NOV - 1 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 22, 2001

ROBERT S. KORSCHUN
19 WEST FLAGLER STREET
BISCAYNE BUILDING, SUITE 403
MIAMI, FL 33130-4401

SUBJECT: B.E.A.C.H.E.S. INVESTMENT GROUP, LLC
Ref. Number: W01000024301

We have received your document for B.E.A.C.H.E.S. INVESTMENT GROUP, LLC and your check(s) totaling \$100.00. However, the document has not been filed and is being retained in this office for the following:

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$25.00.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 301A00057926

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FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF

B.E.A.C.H.E.S. INVESTMENT GROUP, LLC

The undersigned, for the purpose of forming a limited liability company the Florida Limited Liability Company Act hereby makes, acknowledges and files the following Article of Organization.

ARTICLE I-NAME

The name of the limited liability company shall be B.E.A.C.H.E.S. Investment Group LLC

ARTICLE II-ADDRESS

The mailing address and street address of the principal office of the company are Post Office Box 530702, Miami Shores, Florida 33153 and 18321 Northeast 19th Avenue, North Miami Beach, Florida 33179 respectively.

ARTICLE III-DURATION

The company shall commence its existence on the date these Articles are filed by the Florida Department of State and shall have perpetual existence.

ARTICLE IV-MANAGEMENT

The company shall be a manager-managed company managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles. The name and address of the initial manager of the company are B.E.A.C.H.E.S. OF DISTINCTION INC. 18321 NORTHEAST 19TH AVENUE, NORTH MIAMI BEACH, FLORIDA 33179.

ARTICLE V-PURPOSE

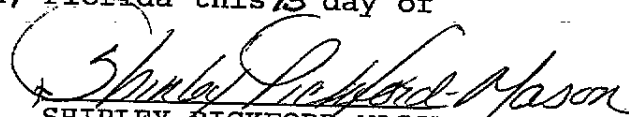
The company shall be a private investment group formed for the purpose of commercializing a substantial opportunity in the market for clothing-optional(nude) recreation throughout North America.

ARTICLE VI-REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the

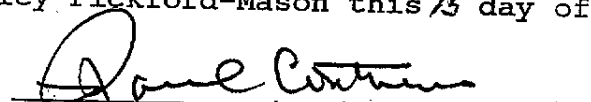
company in the State of Florida are ROBERT S. KORSCHUN, ATTORNEY,
19 WEST FLAGLER STREET, 403, MIAMI, FLORIDA 33130.

IN WITNESS WHEREOF, I make and suscribe these Articles of
Organization at North Miami Beach, Florida this 15 day of
October, 2001.

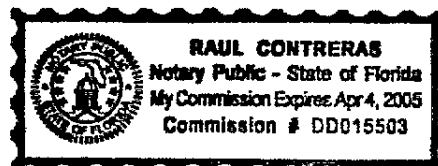

SHIRLEY PICKFORD-MASON

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing Articles were acknowledged before me the
undersigned authority by Shirley Pickford-Mason this 15 day of
October, 2001.


Notary Public, State of florida

Personally known _____ Or produced identification U.S. Passport
type of identification 045223023 ED 4/09




CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND OFFICE

Under the provisions of Section 608.414 or 608.507, Florida Statutes,
B.E.A.C.H.E.S. INVESTMENT GROUP, LLC, submits the following statement to
designate a registered office and registered agent in Florida:

1. The name of the limited liability company is B.E.A.C.H.E.S.
INVESTMENT GROUP, LLC.
2. The name and street address of the registered agent in Florida
are ROBERT S. KORSCHUN, 19 West Flagler Street, 403, Miami, Florida 33130

The undersigned, being the person named in the Article of Organization
of B.E.A.C.H.E.S. Investment Group, LLC as the registered agent of this limited
liability company, hereby consents to accept service of process for the above
company at the place designated in the articles of organization and accepts
the appointment as registered agent and agrees to act in this capacity. The
undersigned further agrees to comply with the provisions of all statutes re-
lating to the proper and complete performance of his duties and is familiar
with and accepts the obligations of the position of registered agent.


ROBERT S. KORSCHUN

NAME**ADDRESS**

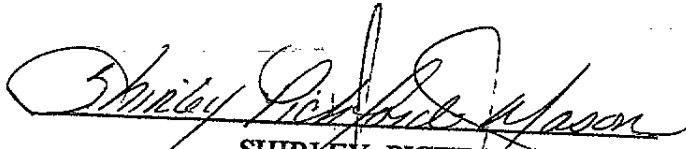
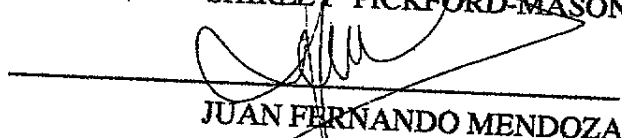
Shirley Pickford-Mason

1316 NE 105 Street, Suite 104, Miami Shores, FL 33138


Juan Fernando Mendoza

1940 NE 2nd Avenue, Apt. J 215, Wilton Manors, FL 33305

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at MIAMI, Florida, on OCTOBER 15, 2001


SHIRLEY PICKFORD-MASON

JUAN FERNANDO MENDOZA

Sworn to and subscribed before me this 10/15/2001 (day), by Shirley Pickford-mason
and Juan Fernando Mendoza


Notary Public -- State of Florida

Personally Known _____

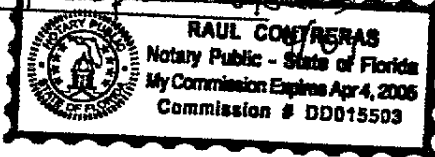
OR

Produced Identification ☒

Type of Identification Produced

U.S.

(SEAL)



FDC

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ED**B. AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative a member of B.E.A.C.H.E.S. INVESTMENT GROUP, LLC, deposes and says:

1. The above-named limited liability company has at least one member,
2. The total amount of as contributed by the member(s) is \$1,000.00