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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : JO CLAIRE SPEAR, P.A.
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FLORIDA PROFIT CORPORATION OR P.A.

GULF BEACH RESORTS, INC.

Certificate of Status	1
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ARTICLES OF INCORPORATION
OF
GULF BEACH RESORTS, INC.

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The undersigned, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes, hereby agrees to the following:

ARTICLE I

CORPORATE NAME

The name of this Corporation is GULF BEACH RESORTS, INC. (hereinafter referred to as the "Corporation").

ARTICLE II

INITIAL PRINCIPAL OFFICE
AND MAILING ADDRESS

The initial principal office and the mailing address of the Corporation is 3401 37th Street South, St. Petersburg, FL 33711.

ARTICLE III

COMMENCEMENT DATE AND DURATION

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida, commencing as of the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

To conduct any and all business activities permitted by the laws of the State of Florida.

To generally have and exercise all powers, rights and privileges necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers herein named or for the enhancement of the value of any property of the Corporation or which at any time appear conducive thereto or expedient.

Prepared by:

Jo Claire Spear, Esq. (Fla. Bar #0847781)
877 Executive Center Dr. W., #303
St. Petersburg, FL 33702
Phone: (727) 578-0454

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ARTICLE V**CAPITAL STOCK**

The Corporation is authorized to issue 2,500 shares of common voting stock having a par value of \$1.00 per share.

ARTICLE VI**INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of this Corporation is Jo Claire Spear, Esquire, and the street address of the initial registered office of the Corporation is 877 Executive Center Drive West, Glades Building, Suite #303, St. Petersburg, FL 33702.

ARTICLE VII**INITIAL BOARD OF DIRECTORS**

The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors. Directors shall be elected and shall hold office as provided in the Bylaws.

This Corporation shall have two (2) Directors initially. The names and addresses of the initial members of the Board of Directors of this Corporation are as follows:

Marilyn Thornbury
3401 37th Street South
St. Petersburg, FL 33711

Kathleen McDonald
3401 37th Street South
St. Petersburg, FL 33711

The number of Directors shall be as provided in the Bylaws of the Corporation, but shall never be less than one (1).

ARTICLE VIII**OFFICERS**

The officers of the Corporation shall be a President, one or more Vice Presidents (if determined to be necessary by the Board of Directors), a Secretary, and a Treasurer. The Board of Directors may elect or appoint such other officers, assistant officers, and agents as the Directors deem necessary. The officers shall have such duties, responsibilities, and powers as provided by the Bylaws.

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The names and addresses of the persons who are to serve as the initial officers of the Corporation are as follows:

President
and Secretary: Marilyn Thornbury
3401 37th Street South
St. Petersburg, FL 33711

Vice President
and Treasurer: Kathleen McDonald
3401 37th Street South
St. Petersburg, FL 33711

The initial officers shall serve until their respective successors are duly appointed and qualifies.

ARTICLE IX

AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the shareholders, for matters specified under Section 607.1002 of the Florida Statutes; otherwise, these Articles may be amended by the Board of Directors and the shareholders as provided by law. If no shares have been issued, the power to amend these Articles of Incorporation may be exercised by the Board of Directors or the Incorporator as provided by Florida Statutes, Section 607.1005.

Following the filing of these Articles of Incorporation, the Board of Directors, by appropriate action, shall adopt initial Bylaws for the Corporation. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

ARTICLE X

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

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ARTICLE XI**INCORPORATOR**

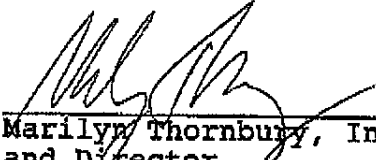
The names and addresses of the persons signing these Articles as incorporators are:


Marilyn Thornbury
3401 37th Street South
St. Petersburg, FL 33711

Kathleen McDonald
3401 37th Street South
St. Petersburg, FL 33711

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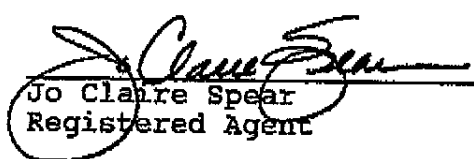
IN WITNESS WHEREOF the undersigned executed these Articles of Incorporation on March 14, 2000.


Marilyn Thornbury, Incorporator
and Director


Kathleen McDonald, Incorporator
and Director

CERTIFICATE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in the foregoing Articles of Incorporation, 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.


Jo Claire Spear
Registered Agent

Date: March 14, 2000