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ACCOUNT NO. : 072100000032

REFERENCE : 726484 4352702

AUTHORIZATION :

COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN -9 PM 3:03

ORDER DATE : June 9, 2000

ORDER TIME : 12:12 PM

ORDER NO. : 726484-005

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CUSTOMER NO: 4352702

CUSTOMER: Ms. Lisa Folis
WILLIAMS PARKER HARRISON DIETZ
WILLIAMS PARKER HARRISON DIETZ
200 South Orange Avenue

Sarasota, FL 34236

DOMESTIC FILING

NAME: MCCALL'S BEACH CASTLE
GULFSIDE CORP.

FILE FIRST***

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kim Clemons - EXT.

EXAMINER'S INITIALS:

RECEIVED
00 JUN -9 PM 12:55
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

g 6/9/00

ARTICLES OF INCORPORATION

OF

McCALL'S BEACH CASTLE GULFSIDE CORP.

FILED
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DIVISION OF CORPORATIONS

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The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

McCall's Beach Castle Gulfside Corp.

2. Principal Office. The address of the principal office of the Corporation is:

5310 Gulf of Mexico Drive
Longboat Key, FL 34228

3. Mailing Address. The mailing address of the Corporation is:

5310 Gulf of Mexico Drive
Longboat Key, FL 34228

4. Authorized Shares. The Corporation is authorized to issue 10,000 shares of common stock having a \$1.00 par value per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

5. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

6. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

Ric Gregoria, Esq.
200 S. Orange Avenue
Sarasota, Florida 34236

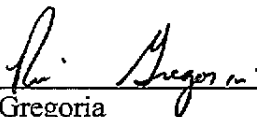
By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

7. Incorporator. The name and address of the incorporator of the Corporation is:

Ric Gregoria, Esq.
200 S. Orange Avenue
Sarasota, Florida 34236

8. Effective Date. The existence of the Corporation shall commence upon the filing of these articles by the Florida Department of State.

Dated this 6th day of June 2000.



Ric Gregoria
Incorporator and Registered Agent

SBH-372381.1

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