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To:

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From:

Account Name : RICHARDS, GILKEY, FITE, SLAUGHTER, PRATESI & WARD, P
Account Number : 075350000244
Phone : (813) 443-3281
Fax Number : (813) 446-3741

FLORIDA PROFIT CORPORATION OR P.A.
BEACH LENDING CORP.

Certificate of Status	0
Certified Copy	1
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Richards, Gilkey, Fite, Slaughter, Pratesi & Ward, P.A.

*1253 Park Street
Clearwater, FL 33756
(727) 443-3281
Fax: (727) 446-3741*

FAX TRANSMISSION COVER SHEET

*Date July 10, 2000
To: Division of Corporations - Attn: NEYSA
Fax: 1-850-487-6804
Re: Beach Lending Corp.
From Cynthia I. Rice, Esq.*

YOU SHOULD RECEIVE 6 PAGE(S), INCLUDING THIS COVER SHEET. IF YOU DO NOT RECEIVE ALL THE PAGES, PLEASE CALL (727) 443-3281.

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Dear Neysa:

Pursuant to our conversation, enclosed please find the Articles of Incorporation for Beach Lending Corp. Please make the effective date of this filing June 29, 2000.

Thank you for your assistance in this matter.

Very truly yours,

Karen E. Robertson

Karen E. Robertson,
Legal Assistant to
Cynthia I. Rice, Esq.

ARTICLES OF INCORPORATION

OF

BEACH LENDING CORP.

In compliance with the requirements of Florida Statutes Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

I.

NAME

The name of this corporation shall be BEACH LENDING CORP.

II.

PURPOSE

This corporation is organized to engage in any activity of business permitted under the laws of the United States or of this State.

III.

TERM OF EXISTENCE

This corporation shall begin existence as of the date of filing and shall exist perpetually.

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IV.

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value.

V.

STREET ADDRESS

The street address of the principal office of the corporation is 1253 Park Street, Clearwater, Florida 33756.

VI.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1253 Park Street, Clearwater, Florida 33756, and the name of the initial registered agent of this corporation at that address is Cynthia I. Rice.

VII.

INCORPORATOR

The name and address of the person signing these Articles is:

Cynthia I. Rice
1253 Park Street
Clearwater, Florida 33756

VIII.

INDEMNIFICATION

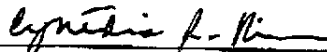
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IX.

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of June, 2000.



Cynthia I. Rice

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First--That BEACH LENDING CORP., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Clearwater, County of Pinellas, State of Florida, has named Cynthia I. Rice located at 1253 Park Street, City of Clearwater, County of Pinellas, State of Florida 33756, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: Cynthia I. Rice
Cynthia I. Rice
(REGISTERED AGENT)

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