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FILED

February 14, 2001

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Department of State

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

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-02/19/01--01146--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**Subject: Beach Beat, Inc.**

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above named company. Also enclosed is a check in the amount of \$78.75 to cover the Filing Fee & Certificate of Status.

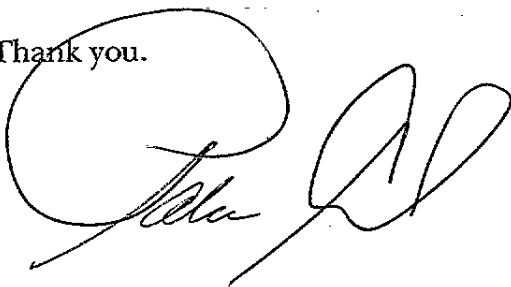
From: Patricia C. Gil

20040 Gulf Blvd. #202

Indian Shores, Florida 33785

Telephone: 727-517-0259

Thank you.



*Handwritten note:*  
Done 2/20/01  
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ARTICLES OF INCORPORATION

OF

Beach Beat, Inc.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the Corporation is **Beach Beat, INC.**

ARTICLE TWO

The principle place of business and mailing address of the corporation is:

20040 Gulf Blvd. Suite 202

Indian Shores, Florida 33785

ARTICLE THREE

The purpose or purposes for which the Corporation is incorporated is to conduct any lawful business for which corporations may be incorporated under the Florida s Business Corporation Act.

ARTICLE FOUR

The total number of shares of all classes of stock which the Corporation shall have authority to issue is one million (1,000,000) shares, no par value which shall be designated as "Common Stock". Holders of this Common Stock are granted voting rights equal to one (1) vote per share.

ARTICLE FIVE

The number of Directors constituting the initial Board of Directors is two (2), and the name and address of the persons who are to serve as Director until the first Annual Meeting of the Shareholders or until his successor(s) is elected and qualified are:

Patricia Gil  
Asher Gil

#### ARTICLE SIX

The address of the initial Registered Office of the Corporation is c/o Patricia C. Gil, 20040 Gulf Blvd. #202, Indian Shores, Indian Shires, Pinellas County, Florida 33785, and the name of the initial Registered Agent at such address is Patricia C. Gil.

#### ARTICLE SEVEN

The name and address of the incorporator is:

Patricia C. Gil, 20040 Gulf Blvd. #202, Indian Shores, Florida 33785

#### ARTICLE EIGHT

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of FIVE HUNDRED DOLLARS (\$500.00) consisting of money, labor done or property actually received.

#### ARTICLE NINE

The shareholders of the Corporation shall have no preemptive rights to acquire additional, unissued, or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares, and such preemptive rights are hereby expressly denied.

#### ARTICLE TEN

At each election for Directors of the Corporation, each shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, only the number of shares owned by him for as many persons as there are Directors to be elected, and no shareholder shall ever have the right or be permitted to cumulate his votes on any basis, any and all rights of cumulative voting being hereby expressly denied.

#### ARTICLE ELEVEN

Any action taken or to be taken by the shareholders of the Corporation, which, but for the provisions of this Article, require the vote or concurrence of the holders of more than a majority of the shares entitled to be cast thereon, including specifically and without limitation, the following actions:

1. Any merger or consolidation of this Corporation with another corporation;

2. Any amendment of these Articles of Incorporation;
3. Any sale, lease, exchange or other disposition of all, or substantially all, the property and assets with, or without the goodwill of the Corporation, not made in the usual or regular course of its business;
4. Any of the shareholders of the Corporation on a resolution to dissolve the Corporation;
5. Any purchase by this Corporation, directly or indirectly, of its own shares to the extent of the aggregate of unrestricted capital surplus available therefor, and unrestricted reduction surplus available therefor; and
6. Any distribution out of reduction surplus of the Corporation;

SHALL REQUIRE, AND SHALL ONLY REQUIRE, the vote or concurrence of a majority of the issued and outstanding shares of each class or series of stock of the Corporation, regardless of limitations or restrictions on the voting power thereof, entitled to vote at a meeting duly called for such purpose.

HAVING BEEN named as registered agent to accept service of process for the above state corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

IN WITNESS WHEREOF, I have hereunto set my hand this the 14<sup>th</sup> day of February, 2001.

  
PATRICIA C. GIL, Registered Agent

  
PATRICIA C. GIL, Incorporator