

of

G.W.S. SIMPSON III, P.A.

431 Canal Street, New Smyrna Beach, Florida 32168 (904) 427-2360

July 6, 2001

Department of State Division of Corporations PO Box 6327 Tallahassee, Fl. 32314

Filing of Articles of Incorporation for:

Beachside Vacation Properties, Inc.

Dear Sir or Madam:

Enclosed please find for filing the below listed documents along with the fees associated therewith:

CORPORATE FILING FEES:

RESIDENT AGENT DESIGNATION FEE:

35.00

TOTAL FEES:

Please file the enclosed articles and resident agent designation, and return a NON-certified copy to my office after filing the articles, along with your letter assigning the document number. Enclosed are copies of the Articles and Designation of Registered Agent for returning to me marked filed.

Please call immediately if there is any problem with this request.

Sincerely,

G. W. S. Simpson III

enclosures:

Original Articles of Incorporation for Beachside Properties, Inc.

Copy of Articles

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the FLORIDA BUSINESS CORPORATION ACT, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME: The name of this corporation shall be: Beachside Vacation Properties, Inc.

ARTICLE II - PRINCIPAL OFFICE: The principal place of business and mailing address of this corporation shall be: 623 Goodwin Ave., New Smyrna Beach, Florida 32169 and the mailing address of this corporation shall be P.O. Box 1485, New Smyrna Beach, Florida 32170.

ARTICLE III - SHARES: The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of No Par Value voting common stock which shall be designated "Voting Common Stock".

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS: The name and Florida street address of the initial registered agent are: Dennis Paul Brisson, 623 Goodwin Ave., New Smyrna Beach, Florida 32169.

<u>ARTICLE V - INCORPORATORS:</u> The name and address of the incorporator to these Articles of Incorporation is: Dennis Paul Brisson, 623 Goodwin Ave., New Smyrna Beach, Florida 32169.

ARTICLE VI-DIRECTORS: This corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time as set forth in the By-laws. The name and address of the initial member of the Board of Directors is Dennis Paul Brisson, 623 Goodwin Ave., New Smyrna Beach, Florida 32169.

ARTICLE VII - INDEMNIFICATION: The corporation shall indemnify any officer or director, or any former officer or director, to the full extent allowed by law.

ARTICLE VIII - DURATION: This corporation shall have perpetual existence commencing on the date of filing of these articles.

ARTICLE IX - PRE-EMPTIVE RIGHTS: Every shareholder, upon the sale for cash or equivalent of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof even if it requires the issuance of fractional shares, at the price at which it is offered to others.

ARTICLE X - AMENDMENT: This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Dennis Paul Brisson

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, 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.

_ day of July, 2001.

Dennis Paul Brisson

Prepared by G.W.S. SIMPSON III, P.A.; FI Bar #0486345

431 Canal St., New Smyrna Beach, FL 32168

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