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**FLORIDA PROFIT CORPORATION OR P.A.**

**Beach Restoration of Florida, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
BEACH RESTORATION OF FLORIDA, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

**ARTICLE I**

**Name**

The name of the corporation is Beach Restoration of Florida, Inc.

**ARTICLE II**

**Initial Principal Office and Mailing Address**

The corporation's initial principal office and mailing address is 6960 Eastgate Boulevard, Lebanon, Tennessee 37090.

**ARTICLE III**

**Shares**

The corporation shall have authority to issue 1,000 common shares with a par value of \$1.00 per share.

**ARTICLE IV**

**Initial Registered Office and Agent**

The street address of its initial registered office is One Harbour Place, 5<sup>th</sup> Floor, 777 S. Harbour Island Boulevard, Tampa, Florida 33602-5730, and the name of its initial registered agent at that address is CFRA, LLC.

**ARTICLE V**

**Incorporator**

The name and address of the incorporator are:

**Name**

Melissa F. Laskey

**Address**

One Harbour Place  
777 S. Harbour Island Boulevard, 5<sup>th</sup> Floor  
Tampa, Florida 33602-5730

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**ARTICLE VI**  
**Initial Directors**

The corporation initially shall have seven (7) directors, whose names and addresses are:

<u>Name</u>	<u>Address</u>
Michael Bruno	Castle Point on the Hudson Hoboken, New Jersey 07030
Theodore Engle III	6960 Eastgate Boulevard Lebanon, Tennessee 37090
George Fishman	35 Frost Creek Drive Locust Valley, New York 11560
Rollie Froehlig	6960 Eastgate Boulevard Lebanon, Tennessee 37090
Aaron Gellman	600 Foster Street Evanston, Illinois 60208
William Parnell	P.O. Box 1501 Tallahassee, Florida 32304
Kelly Rankin	Castle Point on the Hudson Hoboken, New Jersey 07030

**ARTICLE VII**  
**Indemnification**

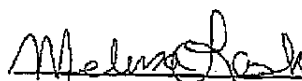
No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served as an director or officer of any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VII is a part to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

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Any repeal or modification of the foregoing paragraphs of this Article VII by the shareholders of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

Dated this 3<sup>rd</sup> day of April 2002.

  
Melissa F. Laskey, Incorporator

#### ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 3<sup>rd</sup> day of April 2002.

#### REGISTERED AGENT:

CFRA, LLC

  
By: Melissa F. Laskey

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