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(Requestor's Name)

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(Address)

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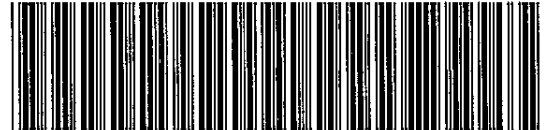
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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01/27/03

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Portofino Beach Services Inc.

Signature _____

Requested by: _____

Name

Date

Time

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- ☒ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

**ARTICLES OF INCORPORATION
OF
PORTOFINO BEACH SERVICES, INC.**

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03 JAN 27 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, do hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation shall be PORTOFINO BEACH SERVICES, INC. ("Corporation"). The Corporation shall have perpetual existence, commencing on the date of filing of these Articles of Incorporation in the Office of the Secretary of State of the State of Florida.

**ARTICLE II
PRINCIPAL OFFICE**

The initial principal office and place of business and mailing address of this Corporation shall be: c/o James S. Campbell, 501 Commendancia Street, Pensacola, Florida 32501-5915.

**ARTICLE III
REGISTERED OFFICE AND NAME OF REGISTERED AGENT**

The street address of the initial registered office of this Corporation in the State of Florida is 501 Commendancia Street, Pensacola, Florida 32501-5915, and the name of the initial registered agent of the Corporation at that address shall be James S. Campbell.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one hundred (100) shares of common stock, having a par value of \$1.00 per share. No shares without nominal or par value shall be issued.

**ARTICLE V
DIRECTORS**

This Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the bylaws of the Corporation, but the number of directors of the Corporation shall not be less than one nor more than nine.

The names and street addresses of the initial directors who shall hold office the first year of the Corporation's existence or until their successors are elected are:

Allen R. Levin
2200 Via DeLuna
Pensacola Beach, Florida 32561

Robert R. Rinke
2200 Via DeLuna
Pensacola Beach, Florida 32561

ARTICLE VI INCORPORATOR

The name and street address of the incorporator and the person signing the Articles of Incorporation is:

James S. Campbell
Beggs & Lane
501 Commendencia Street
Pensacola, Florida 32501-5915

ARTICLE VII BUSINESS OF CORPORATION

The general nature of the business to be transacted by this Corporation is, among other things, to carry on any and all business and other activities as may be permitted under applicable law, including without limitation, *Florida Statutes* Chapter 607, et al.

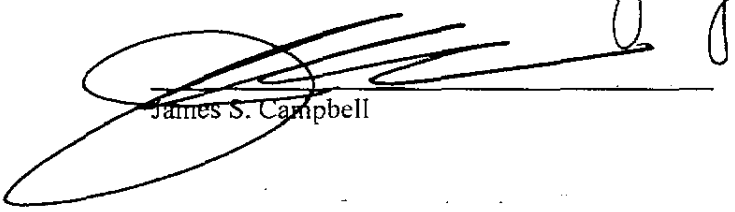
ARTICLE VIII AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended upon receiving the affirmative vote of the holders of two-thirds of the shares then outstanding at any regular or special meeting of the stockholders upon advance notice of the changes to be made. Such notice shall be given in accordance with the bylaws of the Corporation. Upon approval by the Secretary of State, any such amendment shall become and be taken as part of the original Articles of Incorporation.

ARTICLE IX BYLAWS

The power to adopt, alter, amend, or repeal the bylaws of the Corporation shall be vested in the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21st day of January, 2003.


James S. Campbell

STATE OF FLORIDA

COUNTY OF ESCAMBIA

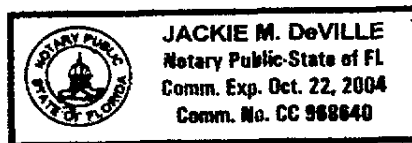
The foregoing instrument was acknowledged before me this 21st day of January, 2003, by James S. Campbell, on behalf of PORTOFINO BEACH SERVICES, INC., a Florida corporation, who did not take oath and who:

X is personally known to me;
 produced a current Florida driver's license as identification; or
 produced _____ as identification.


Notary Public

Print Name of Notary

My Commission Expires: _____



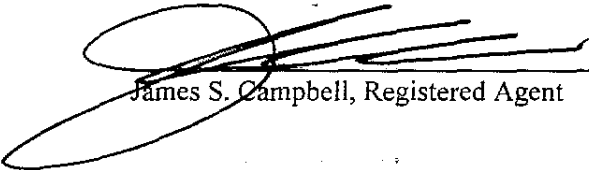
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, *Florida Statutes*, the following is submitted: That PORTOFINO BEACH SERVICES, INC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at c/o James S. Campbell, 501 Commendencia Street, Pensacola, Florida 32501-5915, has named James S. Campbell, 501 Commendencia Street, Pensacola, Florida 32501-5915, as its agent to accept service of process within Florida.

By: 

James S. Campbell, Incorporator

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


James S. Campbell, Registered Agent

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TALLAHASSEE, FLORIDA