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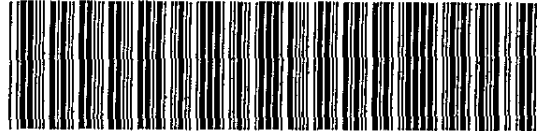
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STATE  
TALLAHASSEE, FLORIDA

*Crabtree & Fallar, P.A.*

ATTORNEYS AND COUNSELORS AT LAW

8777 SAN JOSE BOULEVARD  
BUILDING A, SUITE 200  
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R. R. CRABTREE  
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TELEPHONE (904) 732-9701  
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A. M. CRABTREE, JR.  
(1924-1995)

April 24, 2003

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**RE: Articles of Incorporation of H.G. Properties Beaches, Inc.**

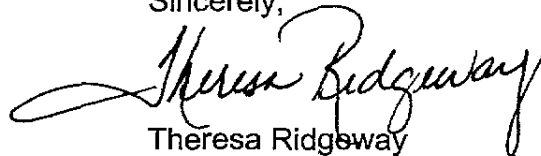
Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation of H.G. Properties, Inc. together with our firm check in the amount of \$78.75 as payment of the filing fee, Registered Agent designation, and certificate.

Please file the original of the enclosed Articles of Incorporation and return same to the undersigned together with the state's certificate.

Thank you most cordially for your assistance in this regard.

Sincerely,



Theresa Ridgeway  
Legal Assistant

/tr  
enclosures

ARTICLES OF INCORPORATION  
OF  
H.G. PROPERTIES BEACHES, INC.

FILED

03 APR 28 PM 1:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is H.G. PROPERTIES BEACHES, INC., and the principal business and mailing address of the Corporation is 5150 Palm Valley Road, Suite #100, Ponte Vedra, Florida 32082.

ARTICLE II - COMMENCEMENT AND DURATION

Pursuant to Section 607.0203, Florida Statutes, this Corporation shall commence upon the date of execution of these Articles of Incorporation. This Corporation shall have perpetual existence..

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of engaging in any activity of business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL

This Corporation is authorized to issue 100 shares of Common Stock, all of which shall have a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 8777 San Jose Boulevard, Building A, Suite 200, Jacksonville, Florida 32217, and the name of its initial registered agent at such address is R.R. Crabtree.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be one(1) and the name and address of the person who is to serve as the member thereof are:

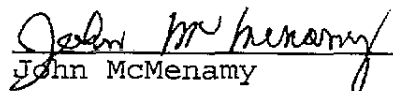
<u>Name</u>	<u>Address</u>
John McMenamy	5150 Palm Valley Rd., Suite #100 Ponte Vedra, Florida 32082

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
John McMenamy	5150 Palm Valley Rd., Suite #100 Ponte Vedra, Florida 32082


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23 day of April, 2003.

  
John McMenamy


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF 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:

First, that H.G. Properties Beaches, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named R.R. Crabtree, 8777 San Jose Boulevard, Building A, Suite 200, Jacksonville, Florida 32217, as its agent to accept service of process within Florida.

  
John McMenamy, Incorporator

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, R.R. Crabtree hereby agrees to act in this capacity, and it further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

  
R.R. Crabtree  
Registered Agent

Date: April 23<sup>rd</sup>, 2003.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA