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ARTICLES OF INCORPORATION

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OF

SECHELIATE TALEATASSEE, FLORIDA

BEACH LODGING, INC.

ARTICLE I

The name of this corporation is BEACH LODGING, INC.

ARTICLE II DURATION

This corporation shall have a perpetual existence commencing upon the filing hereof as provided by Florida Statutes, of these Articles of Incorporation by the Department of State.

ARTICLE III PURPOSE

The nature of the business or purposes to be conducted or promoted are: to undertake the sale, lease, development and management of real property and all incidental uses thereto. Further, this corporation shall be authorized to engage in any lawful act or activity for which any corporation may be organized under the laws of the State of Florida.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE V VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT

The mailing address and the address of the initial registered principal office of this corporation is 302 Corona Avenue, Cocoa Beach, Florida 32931 and the name of the initial registered agent of this corporation at that address is STEVE HOSKINS.

ARTICLE VIII INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial Directors of this corporation is:

NAME:

ADDRESS:

STEVE HOSKINS

302 Corona Avenue Cocoa Beach, FL 32931

ARTICLE IX INCORPORATORS

The name and address of the persons signing these Articles of Incorporation is:

NAME:

ADDRESS

STEVE HOSKINS

302 Corona Avenue Cocoa Beach, FL 32931

ARTICLE X BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XII INDEMNIFICATION

This corporation shall, to the fullest extent permitted by Florida law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Statute from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said Statute,

and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled to under any Bylaw, agreement, vote of stockholders, or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such officer, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE XIV AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 15th day of July, 2003.

STEVE HOSKINS

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared STEVE HOSKINS known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation, and produced a Florida drivers license as identification and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 15th day of July, 2003.

My Commission Expires:

MY COMMISSION # DD 023580
EXPIRES: June 26, 2005
Bonded Thru Notary Public Underwriters

NOTARY PUBLIC:

Sign: 4)

Print:_____

State of Florida at Large

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

BEACH LODGING, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Cocoa Beach, County of Brevard, State of Florida, has named STEVE HOSKINS as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

STEVE HOSKINS

