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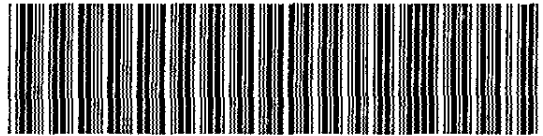
(Business Entity Name)

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TALLAHASSEE, FLORIDA
STATE

60230



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 2, 2003

CSC

SUBJECT: SC, INC.
Ref. Number: W03000018915

RESUBMIT

We have received your document for SC, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6972.

Doris Brown
Document Specialist
New Filings Section

Letter Number: 903A00039791

RECEIVED
03 JUL 28 AM 10:53
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BEACHES SC, INC.

FILED
03 JUL 28 AM 2:36
SEC. OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is BEACHES SC, INC.

ARTICLE II

COMMENCEMENT AND DURATION

This corporation shall commence upon the filing of these Articles with the Secretary of the State of Florida and shall exist perpetually.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of engaging in land acquisition and management as may be approved by the Board of Directors.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of capital stock which this corporation is authorized to have is one hundred shares of common capital stock with a par value of one dollar per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 325 7th Street, Atlantic Beach, Florida 32233, and the name of the initial registered agent of this corporation

at that address is Mark F. Cagnassola.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may either be increased or diminished from time to time according to the By-Laws, but shall never be less than one. The name and address of the initial directors of this corporation are:

Bonnie I. Smith, III
495 34th Avenue South
Jacksonville Beach, FL 32250

Mark F. Cagnassola
325 7th Street
Atlantic Beach, FL 32233

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the subscriber is:

Mark F. Cagnassola
325 7th Street
Atlantic Beach, FL 32233

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval by the shareholders. The initial By-Laws of this corporation shall be adopted by the director.

ARTICLE IX

INITIAL ISSUE AND RESTRICTIONS OF TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following

person(s) and in the amount set opposite of their names:

Bonnie I. Smith, III 50 SHARES

Mark F. Cagnassola 50 SHARES

Shares held by the initial stockholders listed above and subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation. The treasury stock of the corporation may only be issued with the approval of the shareholders.

ARTICLE X

OFFICERS

The name and post office address of the officers of this corporation who shall hold office for the first year of the corporation, until successors and elected or appointed and have qualified are as follows:

Mark F. Cagnassola, Pres.
325 7th Street
Atlantic Beach, FL 32233

Bonnie I Smith, Sec/ Tres.
495 34th Avenue South
Jacksonville Beach, FL 32250

ARTICLE XI

SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XII

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 approval is required by law.

ARTICLE XIII

POWERS

This corporation shall have all of the corporation powers enumerated in the Florida General Corporation Act.

ARTICLE XIV

PRINCIPAL PLACE OF BUSINESS

The initial principal place of business for the corporation is 495 34th Avenue South, Jacksonville Beach, FL 32250.

ARTICLE XV

DIRECTOR COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation. Shareholders of the corporation may also serve as directors and/or officers of the corporation.

ARTICLE XVI

DIRECTORS QUORUM AND VOTING

The quorum for meeting of the initial Board of Directors shall be constituted by two directors. Thereafter, if the number of directors is increased, two-thirds of the directors shall constitute a quorum for a meeting of directors.

ARTICLE XVII

MEETING BY CONFERENCE TELEPHONE

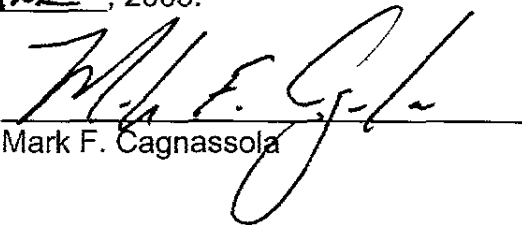
Members of the Board of Directors may participate in meeting by the Board of Directors by means of conference telephone as provided by law.

ARTICLE XVIII

AMENDMENT

This corporation, through its shareholders, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto. All amendments to be approved by two-thirds vote.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27th day of JUNE, 2003.



Mark F. Cagnassola

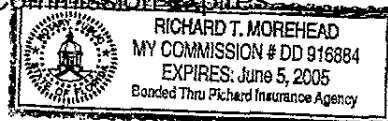
STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared **Mark F. Cagnassola** known to me and who presented a Florida State Drivers License for identification and known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same for the purposes therein described.

WITNESS my hand and official seal this 27th day of JUNE, 2003, at Neptune Beach, Duval County, Florida.


NOTARY PUBLIC
STATE OF FLORIDA
My Commission expires:



DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

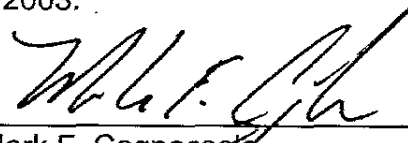
WITNESSETH

That SC, Inc., desiring to organize under the laws of the State of Florida, which will have its principal office in Atlantic Beach, Florida, has named **Mark F. Cagnassola**, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named by the incorporator of ^{BEACHES SC, INC.} to accept service of process for the Corporation, at the place designated in this certificate, I hereby agree to serve as the registered agent for the Corporation, and agree to comply with the applicable provisions of the Florida Statutes.

Dated this 27th day of June, 2003.


Mark F. Cagnassola
Registered Agent

FILED
03 JUL 28 AM 2:36
STATE
TALLAHASSEE, FLORIDA