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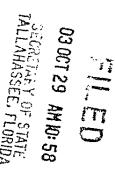
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JOHNSTON, HARRIS, GERDE & JELKS, P.A.

ATTORNEYS AND COUNSELORS AT LAW

239 EAST FOURTH STREET

PANAMA CITY, FLORIDA 32401

TELEPHONE (850) 763-8421

FACSIMILE (850) 763-8425

E-mail-GERDEJELKS@aol.com

JERRY W. GERDE ALLEN N. JELKS, JR.

October 28, 2003

NOTZHHOL .2 OYAM (ESEI-SIEI)

WILLIAM E. HARRIS (1923-1988)

Corporate Records Bureau DEPARTMENT OF STATE 409 East Gaines Street P. O. Box 6327 Tallahassee, FL 32399

Re: BEACHES CLEANING & MAINTENANCE, INC.

Dear Sir or Madam:

Please find enclosed herewith the original and a copy of proposed Articles of Incorporation for the new corporation to be known as BEACHES CLEANING & MAINTENANCE, INC., together with a check in favor of the Secretary of State in the amount of \$78.75 for the following fees:

Filing Fee:	\$35.00
Certified Copy	8.75
Designation of Resident Agent	<u>35.00</u>
	\$ 78.75

Please note that Article V in the Corporate Charter designates the place of business of the Corporation; and the name and address of the Registered Agent.

Your assistance in filing same would be most appreciated; please forward a certified copy of the Articles of Incorporation to me. Thank you.

Very truly yours,

JOHNSTON, HARRIS, GERDE & JELKS, P.A.

Allen N. Jelks, Jr.

Enclosures: As Stated.

CC: Susan Crowley
\Library\public\2Allen N. Jelks, Jr\Crowley, Susan N - Beaches Cleaning & Maintenance,
Inc\Letter to Sec of State.wpd

ARTICLES OF INCORPORATION

O3 OCT 29 AM 10: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

BEACHES CLEANING & MAINTENANCE, INC.

The undersigned subscriber to these Articles Of
Incorporation hereby subscribes to and forms a corporation for
profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is BEACHES CLEANING & MAINTENANCE, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of business to be conducted by this Corporation shall be to do all things that now are or may hereafter be allowed to corporations by the laws of Florida even though the existing laws may hereafter be repealed.

ARTICLE III - DURATION

This Corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue one hundred shares of common stock, each share having the par value of \$10.00 per share.

ARTICLE V - PRINCIPAL OFFICE ADDRESS AND ACCEPTANCE BY REGISTERED AGENT

The street address of the principal office of this

Corporation is: 654 16th Street, Panama City Beach, Florida

32413, and the name of the initial registered agent of this

Corporation is SUSAN N. CROWLEY, whose address is 654 16th

Street, Panama City Beach, Florida 32413, who is familiar with

and accepts the duties and responsibilities as registered agent

for said Corporation. The street address of the registered agent

of this Corporation is: 654 16th Street, Panama City Beach,

Florida 32413

ARTICLE VI - BOARD OF DIRECTORS

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

SUSAN N. CROWLEY 654 16th Street Panama City Beach, Florida 32413

JIM McCRAIN 654 16th Street Panama City Beach, Florida 32413

ARTICLE VII - 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 (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Ar Incorporation is:

> SUSAN N. CROWLEY 654 16th Street Panama City Beach, Florida 32413

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles Of Incorporation under the laws of the State of Florida, this 2000 day of October, 2003.

Incorporator and Registered Agent

(Type or Print Name of Notary)

My Commission Expires:

STATE OF FLORIDA COUNTY OF BAY

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Comm. Expires Aug. 10, 2007 Commission No. DD 240084