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C. NORRIS TILTON, P.A.

ATTORNEY AND COUNSELOR AT LAW TILTON BUILDING 1935 N.E. RICOU TERRACE JENSEN BEACH, FLORIDA 34957

> TELEPHONE (772) 334-3305 FAX (772) 334-2058 E-MAIL: cntilton@aol.com

C. NORRIS TILTON
REAL PROPERTY LAW
AND,ESTATE PLANNING & ADMINISTRATION

December 30, 2003

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: JOYCE JENSEN BEACH SHELL, INC.

Dear Sir/Madam:

Enclosed herewith is an <u>original and one copy</u> of Articles of Incorporation of Joyce Jensen Beach Shell, Inc.

Also, enclosed is my office check in the amount of \$70.00 to cover the filing fee and fee for Designation and Acceptance of Registered Agent.

Please provide me with a non-certified copy of these Articles of Incorporation.

Thank you for your cooperation in this matter.

Yours very truly,

C. Norris Tilton

CNT:md Enclosures File # 189-03 188-03/md

ARTICLES OF INCORPORATION

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04 JAN -5 PM 6:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

JOYCE JENSEN BEACH SHELL, INC.

The undersigned Incorporator of these Articles of Incorporation, being a natural person competent to contract, hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be: JOYCE JENSEN BEACH SHELL, INC.

The initial principal place of business of this corporation shall be: 3301 NE Indian River Drive, Jensen Beach, Florida 34957.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is TWO THOUSAND FIVE HUNDRED (2,500) shares of Common Stock, each share having a par value of ONE DOLLAR (\$1.00).

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 3301 NE Indian River Drive, Jensen Beach, Florida 34957, and the name of the initial Registered Agent of the corporation at that address is: **JOYCE M. IVEY**

ARTICLE V - TERM OF EXISTENCE

This corporation shall exist perpetually commencing on the date of incorporation.

ARTICLE VI - DIRECTORS

This corporation shall initially have one (1) Director. The maximum number of Directors of the corporation shall be three (3). The names and addresses of the initial Directors, who shall hold office until their successor(s) are elected and qualified, are as follows:\

JOYCE M. IVEY

3301 NE Indian River Drive Jensen Beach, FL 34957

ARTICLE VII - OFFICERS

The names and addresses of the initial officers of the corporation, who shall hold office for the first year of the corporation, or until their successors are elected or appointed, are:

NAME	ADDRESS
JOYCE M. IVEY President & Secretary	3301 NE Indian River Drive Jensen Beach, FL 34957
JENNIFER ALBERT Vice President & Treasurer	213 Cummings Creek Road Clarksville, Tennessee, 37042

ARTICLE VIII – INCORPORATOR

The name and street address of the Incorporators to these Articles of Incorporation is:

JOYCE M. IVEY 3301 NE Indian River Drive Jensen Beach, FL 34957

ARTICLE IX – AMENDMENT

These Articles of Incorporation may be amended by a majority interest of the Shareholders of the corporation at a meeting duly called for such purpose.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 29th day of December, 2003.

JOYCE M. IVEY Incorporator

STATE OF FLORIDA COUNTY OF MARTIN

BEFORE ME, personally appeared **JOYCE M. IVEY**, known to me to be the individuals described in and who executed the foregoing Arcticles of Incorporation, and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 29 day of December, 2003.

Notary Public

My Commission Expires:

C. NORRIS TILTON
MY COMMISSION # CC 888488
EXPIRES: Jan 18, 2004
8003-NOTARY Fla. Notary Service & Bonding Co.

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CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

O4 JAN -5 PM 6:32
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091 and Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

JOYCE JENSEN BEACH SHELL, INC., desiring to organize under the laws of the State of Florida, with its Registered Office at 3301 NE Indian River Drive, Jensen Beach, Florida 34957, hereby appoints **JOYCE M. IVEY**, as its Registered Agent to accept service of process within this State.

ACCEPTANCE BY REGISTERED AGENT

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

DATED this 29^m day of December, 2003.

Registered Agent