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To:
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From:
     Account Name    : SHUMAKER, LOOP & KENDRICK LLP
     Account Number  : 075500004387
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04 SEP 23 PM 2:20
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FLORIDA PROFIT CORPORATION OR P.A.

St. Pete Beach Developers, Inc.

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ARTICLES OF INCORPORATION OF
ST. PETE BEACH DEVELOPERS, INC.

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The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the corporation is **ST. PETE BEACH DEVELOPERS, INC.** (the "Corporation").

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office and mailing address is 611 West Bay Street, Tampa, Florida 33606.

ARTICLE III
PURPOSE AND EXISTENCE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of common stock, $.001 par value per share.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Name	Address
J. Todd Timmerman	101 East Kennedy Boulevard Suite 2800 Tampa, Florida 33602

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ARTICLE VI
INCORPORATOR

The name and address of the person signing these Articles as Incorporator are:

Name   Address

J. Todd Timmerman   101 East Kennedy Boulevard
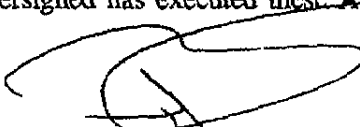   Suite 2800
                                        Tampa, Florida 33602

ARTICLE VII
INDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23rd day of September, 2004.

_____
J. Todd Timmerman, Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is St. Pete Beach Developers, Inc.

2. The name and address of the registered agent and office are:

    J. Todd Timmerman
    101 East Kennedy Boulevard
    Suite 2800
    Tampa, Florida 33602

    SIGNATURE: _____
    TITLE: J. Todd Timmerman, Incorporator

    DATE: September 23, 2004

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

    SIGNATURE: _____
    J. Todd Timmerman, Registered Agent

    DATE: September 23, 2004

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-3-