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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212) 431-5000
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FLORIDA PROFIT CORPORATION OR P.A.

BEACHTOWN INVESTMENTS, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
BEACHTOWN INVESTMENTS, INC.**

ARTICLE I

The name of this corporation shall be:

BEACHTOWN INVESTMENTS, INC.

ARTICLE II

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the State of Florida, Department of State, Division of Corporations.

This corporation's duration shall be perpetual.

ARTICLE III

This corporation is being organized for the purpose of developing, buying and selling real estate and all other activities permitted under the laws of Florida and the United States of America.

ARTICLE IV

This corporation shall have the authority to issue 1000 shares of common capital stock, at one dollar (\$1.00) par value to be allocated to each owner stated herein according to the percentage of ownership that each owner shall have as stated herein. Additional share owners may be added from time to time as set forth by the Board of Directors and in accordance with the Bylaws of the corporation upon development of same.

Owners	Ownership	Shares
1. Kevin D. Heath	1/2	500
2. Eugene H. Bay, Jr.	1/2	500
TOTAL		1000

ARTICLE V

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others. Before shares are offered for sale to persons or entities not incorporators listed in this document, the shareholders listed herein who are not selling their shares shall have the right of first refusal to buy said shares for the same price offered by any offeror for said shares.

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ARTICLE VI

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of thirty days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

" These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII

The number of directors on this corporation's Initial Board Of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name of each individual who shall serve as a member of the Initial Board of Directors are:

<u>Director</u>	<u>Office</u>
Kevin D. Heath	Director
Eugene H. Bay, Jr.	Director

ARTICLE VIII

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

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(212)431-5000

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ARTICLE IX

The name and address of the individual(s) who shall serve as this corporation's incorporator(s) are:

Kevin D. Heath
1327 Calabria Rd.
Panama City, FL 32405

Eugene H. Bay, Jr.
1303 Pompano Rd.
Panama City, FL 32408

The street address of the principal office of the corporation is:

2424 Jenks Ave.
Panama City, FL 32405

ARTICLE X


This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

ARTICLE XI

Since the provisions of Section 1244 of the Internal Revenue Code permit ordinary loss treatment, when the holder of Section 1244 Stock sells or exchanges such stock at a loss, or when such stock becomes worthless, a plan to issue Section 1244 Stock is adopted, effective as of this date. Under this plan, this corporation is authorized to offer and issue all of its authorized common stock on or subsequent to this date and before one day less than two years from this date, or before the date when this corporation shall make a subsequent offering of any stock, whichever occurs first. During the above period, this corporation shall offer and issue only the shares of common stock offered hereunder. The maximum amount to be received by this corporation, in consideration of the common stock to be issued pursuant to this plan, shall be \$1,000,000.00, and the common stock shall be issued only for money and other property (other than stock securities). The officers of this corporation are hereby authorized, empowered, and directed to do and perform any and all acts necessary to carry out this plan and to qualify the common stock offered and issued under it as "small business stock", as the term is defined in the Internal Revenue Code and the regulations issued thereunder.

The undersigned incorporator(s) has executed these articles of incorporation.


Kevin D. Heath, Incorporator


Eugene H. Bay, Jr., Incorporator

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ARTICLE XII

The individual who shall serve as this corporation's initial registered agent and the address of this corporation's initial registered office shall be:

Kevin D. Heath
2424 Jenks Ave.
Panama City, FL 32405

I, Kevin D. Heath, hereby accept my designation as Registered Agent and agree to serve as the registered agent of BEACHTOWN INVESTMENTS, INC., I hereby state that I am familiar with and accept the duties and responsibilities of Registered Agent for BEACHTOWN INVESTMENTS, INC.


Kevin D. Heath, Registered Agent

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