

WILLIAM T. CHARNOCK III
MARK E. HAGER

CHARNOCK & HAGER
ATTORNEYS AT LAW
13135 D SPRING HILL DRIVE
SPRING HILL, FLORIDA 34609

(813) 683-0612
FAX (813) 686-7355

P9500019921

March 8, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

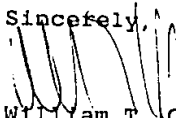
RE: Leisure Beach, Inc.

Ladies and/or Gentlemen:

Enclosed please find the Articles of Incorporation for the above-referenced corporation, together with this firm's check in the amount of \$70.00 for filing fees.

Please return a copy of the filed Articles to this office. Thank you.

Sincerely,



William T. Charnock, III

WTC/jg

Enclosure

FILED
95 MAR -9 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN MAR 13 1995

**ARTICLES OF INCORPORATION
OF
LEISURE BEACH, INC.**

FILED
95 MAR -9 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the Corporation shall be: LEISURE BEACH, INC.

ARTICLE II. DURATION

As provided in Florida Statutes, Chapter 607, this Corporation shall exist in perpetuity.

ARTICLE III. PURPOSE

This Corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States and of this State.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue one thousand (1,000) shares of Common Stock at \$1.00 par value.

ARTICLE V. INITIAL ADDRESS OF THE CORPORATION

The initial address of the Corporation is: 6835 Beach Boulevard, Hudson, Florida 34667.

ARTICLE VI. PREEMPTIVE RIGHTS

Every stockholder 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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 13135-D Spring Hill Drive, Spring Hill, Florida

34609, and the name of the initial registered agent of this Corporation at that address is William T. Charnock, III, Esquire.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this Corporation is:

DEBRA ANN CHARLICK
9068 Dupont Avenue
Spring Hill, Florida 34608

ARTICLE IX. INCORPORATORS

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

DEBRA ANN CHARLICK
9068 Dupont Avenue
Spring Hill, Florida 34608

ARTICLE X. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI. AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII. INDEMNIFICATIONS

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all the directors, officers, employees and agents from and against all liabilities and obligations, including attorney's fees incurred in connection with any actions taken or failed to be taken by said directors,

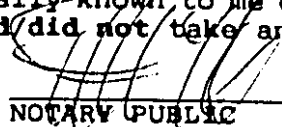
officers, employees and agents in their capacity as such, except for willful misconduct or gross negligence.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of March, 1995.


DEBRA ANN CHARLICK

STATE OF FLORIDA
COUNTY OF HERNANDO

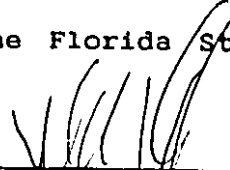
SWORN TO and SUBSCRIBED before me this 7th day of March, 1995, by DEBRA ANN CHARLICK who is personally known to me or who produced a valid drivers license and who did/did not take an oath.


NOTARY PUBLIC (SEAL)

Printed Name

My Commission Expires:

Having been named registered agent to accept service of process for the above-stated Corporation, at the place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes in all matters relative thereto.


WILLIAM T. CHARNOCK, III, Esq.
Registered Agent

