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March 13, 1995


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*****70.00 *****70.00

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fla. 32314

In re: Hillites on the Beach, Inc.

Enclosed, please find the original and one copy of the Articles of Incorporation for Hillites on the Beach, Inc., along with a check for \$70.00, both sent to you for filing. The funds are to cover the costs of filing the Articles and the designation and acceptance of registered agent.

Thank you for your attention to this matter.


Byron Blankley

enclosure

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DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
HILITES ON THE BEACH, INC

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

HILITES ON THE BEACH, INC

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

724 E. Eau Gallie Blvd.
Indian Harbor Beach, Fla. 32937

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Ten thousand shares of one dollar par value common stock. Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Thomas H. Lanham
1900 S. Harbor City Blvd.
Melbourne, Fla. 32901

ARTICLE V INCORPORATOR

The name and street addresses of the incorporators to these Articles of Incorporation are

Cherlyn K. Blankley
2324 Colonial Drive
Melbourne, Fla. 32901

Byron E. Blankley
2324 Colonial Drive
Melbourne, Fla. 32901

ARTICLE VI DURATION

The corporation is to have a perpetual existence, commencing upon the filing of this document with the Department of State.

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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. Furthermore, should any shareholder decide or be forced to sell or dispose of his shares, the corporation and the other shareholders shall have the right of first refusal as to the purchase of those shares.

VIII INITIAL BOARD OF DIRECTORS

The corporation shall have two directors 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. The names and addresses of the initial directors are

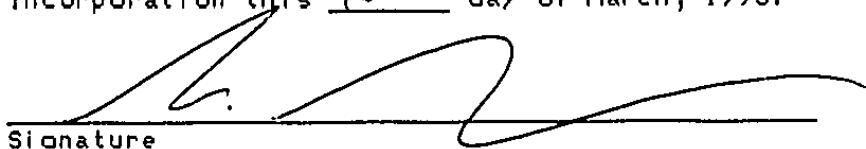
Cherlyn K. Blankley
2324 Colonial Drive
Melbourne, Fla. 32901

Byron E. Blankley
2324 Colonial Drive
Melbourne, Fla. 32901

ARTICLE IX PURPOSES

The corporation is established for the purpose of conducting all lawful business within the State of Florida.

The undersigned incorporator has executed these Articles of Incorporation this 13th day of March, 1995.


Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501,
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:

HILITES ON THE BEACH, INC

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

THOMAS H. LANHAM
1900 S. Harbor City Blvd.
Melbourne, Fla. 32901

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 obligations of my position as
registered agent.



3/13/95