

William K. Podon
215 22nd Street
Miami Beach, Fla. 33139

Florida Division of Incorporation

ATTN: New Filings

P.O. Box 6327
Tallahassee, Fla. 32314

RE: Incorporating " BEACH WALK of M.B. Inc.

*98122.50 *448122.50

Dear Division of Incorporation;

Enclosed are Articles of Incorporation, a check for \$122.50 made to Division of Incorporation.

I am also enclosing a check made out to Federal Express for \$15.00. Would you please Federal Express back to me as soon as is completed.

William K. Peden
5225 Collins Avenue PH 5
Miami Beach, Fla. 33140

Thankyou in advance for your help and if there are any questions
please call me at (305) 538-0031.

Sincerely,

William F. Faden

William K. Peden

FILED
95 MAR 21 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

BEACH WALK of M.B. Inc.

I (We), the undersigned subscriber(s) to these Articles of Incorporation, natural persons, competent to contract, do hereby associate myself(ourselves) to form a corporation for profit under the laws of the State of Florida.

ARTICLE I: The name of the corporation is BEACH WALK of M.B. Inc.

ARTICLE II: The general character of the business to be transacted by this corporation is property management and to manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, state fair or exposition, or any other business or activity prohibited by Florida law.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of the corporate property or other instruments to secure the payment of corporate indebtedness as required.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this article, shall be in any way limited to or restricted by reference to or inference from the terms of any other objects and powers and clauses of this article or any articles, but that the objects and powers specified in each of the clauses in this article shall be regarded as independent objects and powers.

ARTICLE III: The maximum number of shares that this corporation is authorized to have outstanding at any one time is ONE THOUSAND AND TWO HUNDRED (1,000) shares of common stock.

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TALLAHASSEE, FLORIDA

Authorized capital stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

The holders of the common stock of the corporation shall be entitled to a pre-emptive right to subscribe for and purchase their pro-rata shares of and new common stock which may be issued.

ARTICLE IV: The amount of capital stock with which this corporation shall begin business is FIVE HUNDRED (\$500.00).

ARTICLE V: This corporation shall have perpetual existence.

ARTICLE VI: The street address of the initial principal office of this corporation is 215 22nd Street, Miami Beach, Florida 33139 and its initial registered agent at such address is William K. Peden

ARTICLE VII: This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders.

ARTICLE VIII: The name(s) and post office address of the member(s) of the first Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
<u>William K. Peden</u>	<u>215 22nd Street</u>
	<u>Miami Beach, FL 33139</u>

ARTICLE IV: These Articles of Incorporation may be amended in the manner provided by law; every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, being the original subscriber(s) to the capital stock hereinabove named, has hereunto set their hands and seals this 20th day of March, 1995 for the purpose of forming this

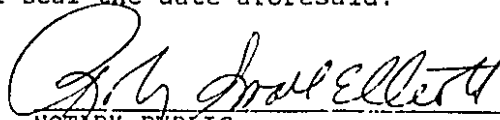
operation to do business both within and without the State of Florida, and do make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation, and they certify that the facts herein stated are true.

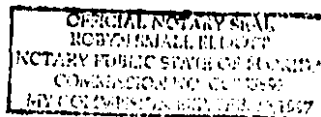

William K. Peden

STATE OF FLORIDA
COUNTY OF

I HEREBY CERTIFY, That on this 20 day of March, 1995, before me, the undersigned authority, personally appeared William K. Peden to me known to be the person(s) described as subscriber(s) in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal the date aforesaid.


NOTARY PUBLIC
MY COMMISSION EXPIRES:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:


BEACH WALK of M.B. Inc. , desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Miami Beach County of Dade , State of Florida, has named William K. Peden

215 22nd. Street Miami Beach Florida 33139 County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

BY:


REGISTERED AGENT- William K. Peden

FILED
95 MAR 21 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000023309

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 23, 1996

BEACH WALK OF M.B. INC.
215 22ND STREET
MIAMI BEACH, FL 33139

SUBJECT: BEACH WALK OF M.B. INC.
Ref. Number: P95000023309

Debit Memo #: 14496-D

This is to inform you that check #2403 in the amount of \$225.00 submitted with the annual report for BEACH WALK OF M.B. INC. has been returned by your bank because of NSF.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$240.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after October 23, 1996 and a reinstatement fee of an additional \$385 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 096A00040096

State of Florida



Department of State

CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for BEACH WALK OF M.B. INC., a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of November 12, 1996 for failure to file the required annual report(s), as required by law.

The document number of this corporation is P95000023309.

P95000023309

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Twelfth day of November, 1996



CR2EO22 (?-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State