

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

95 MAR 28 AM 9:38
RECEIVED
TALLAHASSEE, FL 32301

W95-6709

3/28/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<u>Ju</u>	_____	_____

WALK-IN Will Pick Up 327 1111

RE: Beach Resorts Properties, Inc

	C.C. FEE.	DISBURSED
Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File	300001420359	
	03/27/95-01047-002	
	****122.50****122.50	
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

FEE.....	\$ 10
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
95 MAR 28 AM 8:37
DIVISION OF CORPORATION

March 27, 1995

CAPITAL CONNECTION, INC.
P.O. 10349
TALLAHASSEE, FL 32302

SUBJECT: BEACH RESORTS PROPERTIES, INC.
Ref. Number: W95000006709

We have received your document for BEACH RESORTS PROPERTIES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

① The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Bundick
Corporate Specialist

Letter Number: 995A00013753

Corrected

ARTICLES OF INCORPORATION
OF
BEACH RESORTS PROPERTIES, INC.

FILED

95 MAR 28 AM 9:39

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is BEACH RESORTS PROPERTIES,
INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of
this corporation is 1 Wolfpen Road, Waynesville, North Carolina
28786.

ARTICLE III - DURATION

This corporation shall exist in perpetuity.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of engaging
in any activities or business permitted under the laws of the State
of Florida and the United States.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of
\$1.00 par value common stock, which shall be designated "Common
Shares."

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered

office and agent of this corporation are:

Robert C. Mencham, Esq. National Bank Tower
Suite 2602
One Financial Plaza
Fort Lauderdale, FL 33394

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

Emil Massaro 1 Wolfpen Road
President Waynesville, North Carolina 29786

ARTICLE VII - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

Emil Massaro 1 Wolfpen Road
President Waynesville, North Carolina 29786

ARTICLE IX - BYLAWS

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

ARTICLE X - POWERS

This corporation shall have all of the powers enumerated in the Florida General Corporation Act.

ARTICLE XI - INDEMNIFICATION

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

ARTICLE XII - 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.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 22nd day of March, 1995.



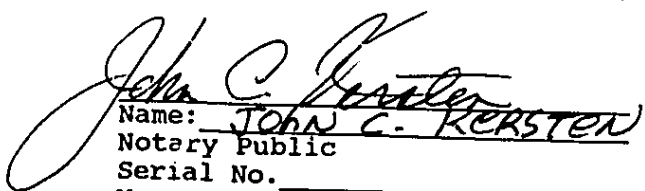
EMIL MASSARO, President

STATE OF NORTH CAROLINA

COUNTY OF Haywood

BEFORE ME, the undersigned authority, personally appeared EMIL MASSARO, personally known to me to be the person described herein and who executed the foregoing Articles of Incorporation for the purposes therein expressed and who did take an oath.

WITNESS my hand and official seal this 22nd day of March, 1995.


Name: JOHN C. KERSTEN
Notary Public
Serial No. _____

My Commission Expires: October 24, 1997

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapters 48.091 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, in compliance with said Acts and made a part of the Articles of Incorporation of said corporation, to which this document is attached, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is: **BEACH RESORTS PROPERTIES, INC.**
2. The name and address of the Registered Agent and office is:

Robert C. Meacham, Esq.

NationsBank Tower
Suite 2602
One Financial Plaza
Fort Lauderdale, FL 33394

Signature: _____

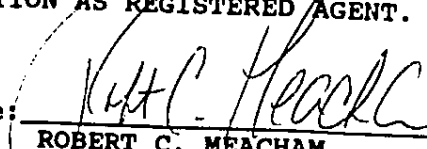

Emil Messaro, President

Date: _____

March 22, 1995

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.

Signature: _____


ROBERT C. MEACHAM,
Registered Agent

Date: _____

March 24, 1995