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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 592466 8081A

AUTHORIZATION : *Patricia Pizzuto*

COST LIMIT : \$ 35.00

ORDER DATE : May 8, 1995

ORDER TIME : 8:47 AM

500001479155

ORDER NO. : 592466

CUSTOMER NO: 8081A

800001465768
-04/26/95--01108--002
****87.50 ****87.50

CUSTOMER: Scott W. Cichon, Esq
COBB COLE & BELL

P. O. Box 2491

Daytona Beach, FL 32115-2491

DOMESTIC FILING

NAME: BEACHLIFE INTERNATIONAL,
INC

FILED
95 MAY -8 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: T. BROWN MAY - 8 1995

LAW OFFICES
COBB COLE & BELL
 150 MAGNOLIA AVENUE
 POST OFFICE BOX 2491
 DAYTONA BEACH, FLORIDA 32115-2491
 TELEPHONE (904) 255-8171
 DELAND (904) 738-7700

TELEPHONE (904) 238-7003

April 21, 1995

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 SAMUEL P. BELL III
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 J. LESTER KANEY
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 PAUL N. UPCHURCH

MEDIATION COUNSEL
 C. WELBOHN DANIEL
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 TALLAHASSEE, FLORIDA 32301
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 200 SOUTH ORANGE AVENUE
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PALM COAST
 1 FLORIDA PARK DRIVE SOUTH
 SUITE 350
 PALM COAST, FLORIDA 32137
 (904) 446-2622
 TELECOPIER (904) 446-2654

Corporate Records Bureau
 Division of Corporations
 Department of State
 Post Office Box 6327
 Tallahassee, Florida 32301

Re: BeachLife International, Inc.

Dear Sir or Madam:

Enclosed herewith find the original and a copy of proposed Articles of Incorporation for the above named corporation, and our check to you to cover the following items:

1. Filing	\$35.00
2. Certified copy of the Articles of Incorporation	<u>52.50</u>
TOTAL	\$ 87.50

We would appreciate being advised by telephone when filing has been accomplished.

Please send us a certified copy of the Articles of Incorporation in the envelope provided.

Sincerely,


 Scott W. Cichon

SWC/mra
 Enclosures

~~9/1/88~~
~~11/95~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 2, 1995

COBB COLE & BELL
ATTN: SCOTT W. CICHON
P.O. BOX 2491
DAYTONA BEACH, FL 32115-2491

SUBJECT: BEACHLIFE INTERNATIONAL, INC.
Ref. Number: W95000009188

We have received your document for BEACHLIFE INTERNATIONAL, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

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) 487-6973.

AMANDA HERRING
Document Specialist

Letter Number: 295A00020913

ARTICLES OF INCORPORATION
OF
BEACHLIFE INTERNATIONAL, INC.
A Florida Corporation

FILED
95 MAY -8 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1

NAME

The name of this corporation is: BeachLife International, Inc.

ARTICLE 2

DURATION

The duration of this corporation is perpetual. The date and time of commencement of the corporate existence is the time of filing of the articles of incorporation by the Department of State of the State of Florida.

ARTICLE 3

GENERAL PURPOSES

The general purposes for which this corporation is initially organized are to engage in any or all lawful business for which corporations may be incorporated under Florida law.

ARTICLE 4

SHARES

The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares of common voting stock having a par value of \$1.00 per share.

ARTICLE 5

PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of the corporation is 341 Skyway Drive, Edgewater, Florida 32132 name and address of the initial registered agent of the corporation is Palmetto Charter Services, Inc., 150 Magnolia Avenue, Post Office Box 2491, Daytona Beach, Florida 32115-2491.

ARTICLE 6

DIRECTORS

The number of directors constituting the initial board of directors are four and the names and addresses of the persons who are to serve as members thereof are as follows:

Joseph Wooden
159 Loyola Drive
Ormond Beach, FL 32176

Phil Wagner
116 Sea Street
New Smyrna Beach, FL 32168

Thomas Lindley
1404 N. Atlantic Avenue #24
Daytona Beach, FL 32118

Scott W. Cichon
761 John Anderson Drive
Ormond Beach, FL 32176

The number of directors may be changed from time to time by the bylaws.

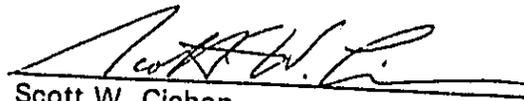
ARTICLE 7

INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

Scott W. Cichon
150 Magnolia Avenue
Daytona Beach, Florida 32114

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and acknowledge these articles this 5th day of May, 1995.


Scott W. Cichon

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 5th day of May 1995, by Scott W. Cichon, who is personally known to me.

NOTARY PUBLIC:

Sign: E. Gale Brock
Print: E. Gale Brock
State of Florida At Large
(Seal)

My Commission Expires:

Title/Rank: _____
Commission Number: _____



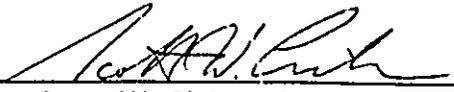
E. GALE BROCK
MY COMMISSION # 00328673 EXPIRES
November 11, 1997
BONDED THRU TROY TAYLOR INSURANCE, INC.

CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS

FILED
95 MAY -8 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 48.091, Florida Statutes, BeachLife International, Inc. hereby designates Palmetto Charter Services, Inc. and 150 Magnolia Avenue, (P.O. Box 2491), Daytona Beach, Florida 32115-2491, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

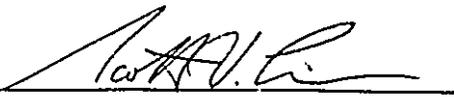
BeachLife International, Inc.

By: 
Scott W. Cichon, Incorporator

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of BeachLife International, Inc. for service of process within the State of Florida.

PALMETTO CHARTER SERVICES, INC.

By: 
Scott W. Cichon,
Vice President