

P9500036384

POWELL, CARNEY, MOORE, HUCKS & OLSON, P.A.

MARY JO CARNEY
IRVING T. FITZGERALD
JOEL B. GILES
UTA B. GROVE
JOHN CURTIS HUCKS
B. HELEN MOORE
STEWART O. OLSON
JAMES N. POWELL
DON DOUGLAS RAMBAY

ATTORNEYS AT LAW
BARNETT TOWER
ONE PROGRESS PLAZA
SUITE 1210
ST. PETERSBURG, FLORIDA 33701

MAILING ADDRESS:
P.O. BOX 1000
ST. PETERSBURG, FLORIDA 33731-1000

95 MAY -4 11 10 38
FILED
TALLAHASSEE, FLORIDA

TELEPHONE
813-888-0011
FACSIMILE
813-888-0014

May 1, 1995
VIA FEDERAL EXPRESS

State of Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

500001473755
-05/03/95--01125--017
****122.50 ****122.50

Re: ACPI Collection Corporation

Dear Sir or Madam:

Please file the enclosed Articles of Incorporation for ACPI Collection Corporation and return a certified copy of the filed Articles of Incorporation to me. The enclosed Check No. 17918, in the amount of \$122.50, should be sufficient for the filing, designation of registered agent, and certified copy fees. If the enclosed check is not sufficient, or if there is any other problem with filing this document, please call me immediately. Otherwise, I shall look forward to receiving a certified copy of the filed document in the near future.

Sincerely,

POWELL, CARNEY, MOORE,
HUCKS & OLSON, P.A.


JOEL B. GILES

JBG/sh
enclosures

Sharon GAVE

AUTHORIZATION BY PHONE TO
CORRECT Principal address
DATE 5/9
DOC. EXAM. off

EFT 5/1/95
EFFECTIVE DATE
5/1/95

ARTICLES OF INCORPORATION
OF
ACPI COLLECTION CORPORATION

FILED
95 MAY -4 PM 10:38
SECRET
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation (the "Corporation") under the provisions of Chapter 607 of the Florida Statutes, hereby agrees to the following:

ARTICLE I
Name and Address

The name of the Corporation shall be ACPI COLLECTION CORPORATION.
5401 W. Kennedy Blvd. Ste 751, Tampa, FL 33609

ARTICLE II
Purpose and Powers

Section 1. The Corporation is formed for the purpose of engaging in any lawful activities or businesses for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights, and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III
Term of Existence

The Corporation shall have perpetual existence. Corporate existence shall commence on May 1, 1995, the date of execution and acknowledgement of these Articles of Incorporation, provided that these Articles of Incorporation are filed with the State of Florida Department of State within five (5) business days of such date. Otherwise, corporate existence shall commence on the date of filing of these Articles of Incorporation.

ARTICLE IV
Capital Stock

The authorized capital stock of the Corporation shall be 1,200 shares of common stock having a par value of \$1.00 per share.

EFFECTIVE DATE

5/1/95

ARTICLE V
Preemptive Rights Granted

Each shareholder of the Corporation shall have the first right to purchase shares of the Corporation or securities convertible into such shares of the same class, kind, or series as that which the shareholder already holds that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the Corporation, in the ratio that the number of shares it holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. Any such preemptive right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms, and conditions of the issue of shares and inviting the shareholder to exercise its preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE VI
Board of Directors

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of one (1) Director, whose name and address are as follows:

Name	Address
René M. Wood	5401 West Kennedy Boulevard, Suite 751 Tampa, Florida 33609

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VII
Bylaws

Section 1. The initial Board of Directors shall adopt Bylaws for the Corporation at a meeting of the initial Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend, or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended, or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

ARTICLE VIII Amendments

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE IX Registered Office and Agent

Section 1. The street address of the initial registered office of the Corporation shall be 200 Central Avenue, Suite 1210, St. Petersburg, Florida 33701.


Section 2. The name of the initial registered agent of the Corporation located at said address shall be Joel B. Giles.

ARTICLE X Incorporator

The name and address of the incorporator is:

Name	Address
Joel B. Giles	200 Central Avenue, Suite 1210 St. Petersburg, Florida 33701


IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 1st day of May, 1995.



JOEL B. GILES

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 1st day of May, 1995, by JOEL B. GILES, who is personally known to me or has produced _____ as identification.



(Sign on this line)
Sharon D. Hall

(Legibly print name on this line)

NOTARY PUBLIC, State of Florida

COMMISSION NO.: CC434713

EXPIRATION DATE: January 23, 1999



(SEAL)
SHARON D. HALL
My Commission CC434713
Expires Jan 23, 1999
Bonded by HAI
800-422-1555

ACCEPTANCE

I hereby accept appointment to act as initial Registered Agent for ACPI Collection Corporation, as stated in these Articles of Incorporation.



JOEL B. GILES

CAPITAL CONNECTION, INC.
 417 E. Virginia St., Suite 1, Tallahassee, FL 32301 (904) 222-0000
 Mailing Address: Post Office Box 1000, Tallahassee, FL 32301
 TOLL FREE No. 1-800-222-0062
 FAX (904) 222-0062

PA 1500036384

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 \$ _____

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S.		
Fictitious Name File		
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.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____
 BY _____
 CK No. _____

WALK-IN 10/30/96 1.00
 Will Pick Up _____

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, 10% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF AMENDMENT
OF THE
ARTICLE OF INCORPORATION
OF
ACPI COLLECTION CORPORATION

ACPI COLLECTION CORPORATION, a corporation organized and existing under the law of the State of Florida, (the "Corporation") pursuant to the provisions of Section 607.1006 of the Florida Statutes (1995), hereby amends Article I of the articles of Incorporation of ACPI Collection Corporation as follows:

1. Article I is hereby amended to read as follows:

The name of the corporation shall be FIFTH BY BEACH PARTNERS, INC., and its address is 5401 West Kennedy Boulevard, Suite 751, Tampa, Florida 33609.

2. The foregoing amendment was adopted as of December 27, 1996.

3. The foregoing amendment was unanimously approved by the sole Shareholder of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of December 27, 1996.

ACPI COLLECTION CORPORATION

By: *Van L. McNeel*
VAN L. McNEEL, Vice President

THIS INSTRUMENT WAS PREPARED BY AND,
AFTER FILING, RETURN TO:
JOEL B. GILES, ESQUIRE
Carlton, Fields, Ward, Emmanuel, Smith & Cutler, P.A.
Barnett Tower
One Progress Plaza, Suite 2300
Post Office Box 2861
St. Petersburg, Florida 33731-2861
(813) 821-7000
(813) 822-3768 (Facsimile)
JGILE@STP.CARLTONFIELDS.COM

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 12th day of December, 1996, by VAN L. MCNEEL, as Vice President of ACPI COLLECTION CORPORATION, a corporation organized and existing under the laws of the State of Florida, on the date of execution of the foregoing instrument, on behalf of the corporation, who is personally known to me ~~or who has produced~~ _____ as identification.


(Sign on this line)

JOEL B. GILES
(Legibly print name on this line)

NOTARY PUBLIC, State of Florida

COMMISSION NO.: _____

EXPIRATION DATE: _____



JOEL B. GILES
COMMISSION # CC 454241
EXPIRES MAY 14, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.