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AFFILIATED WITH
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GEORGE F. MAYNARD

DIRECT DIAL NUMBER:
(404) 420-5308

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(404) 523-3300

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May 31, 1995

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Beach Colony Corporation

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation, along with a check in the amount of \$78.75 for filing fees and copy of the Certificate of Incorporation.

I have provided a self-addressed, stamped envelope for return of the Certificate.

Thank you for your assistance. Should you have any questions or need further information, please call me.

Very truly yours,

PETERSON DILLARD YOUNG
ASSELIN & POWELL

George F. Maynard
George F. Maynard

GFM/kjs
Enclosure

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STATE OF FLORIDA

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ARTICLES OF INCORPORATION
OF
BEACH COLONY CORPORATION

DATE
FILED

(1)

The corporate name that satisfies the requirements of Section 607.0401 is: Beach Colony Corporation.

(2)

The street address of the initial principal office is: 13601 Perdido Key Drive, Pensacola, Escambia County, Florida 32507.

(3)

The Corporation is authorized to issue 1,000 shares, each at no par value.

(4)

Provisions for the regulation of the internal affairs of the Corporation are stated in the Bylaws.

(5)

The street address of the initial registered agent of the Corporation is 13601 Perdido Key Drive, Pensacola, Escambia County, Florida 32507, and the name of its initial registered agent at such address is George O. Rethati.

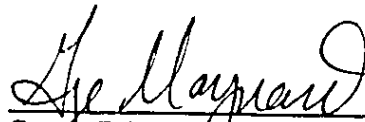
(6)

The number of Directors constituting the Board of Directors of the Corporation is set forth in the Bylaws.

(7)

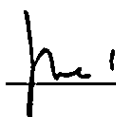
The name and address of the Incorporator is: George F. Maynard, 230 Peachtree Road,
N.W., Suite 1100, Atlanta, Georgia 30303-1513.

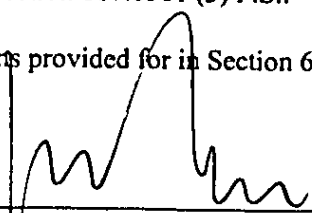
The undersigned has executed these Articles of Incorporation this 31st day of May, 1995.


George F. Maynard, Incorporator

Acceptance by the Registered Agent as required in Section 607.0501 (3) F.S.:

George O. Rethati is familiar with and accepts the obligations provided for in Section 607.0505.

Dated: , 1995

By: 
George O. Rethati

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