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789 SOUTH FEDERAL HIGHWAY, SUITE 209
STUART, FLORIDA 34994

JEFFREY F. THOMAS
BOARD CERTIFIED IN
MARITAL AND FAMILY LAW
MARY B. THOMAS

OFFICE: 407-287-9999

June 14, 1995

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: SURFSIDE POOL & BEACH MANAGEMENT, INC.

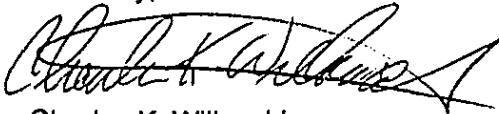
Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for *Surfside Pool & Beach Management, Inc.*, along with your fee of one hundred twenty-two dollars 50/100 Dollars (\$122.50) for filing a for profit corporation.

Kindly forward your incorporation letter in the self-addressed, stamped envelope provided herein for your convenience.

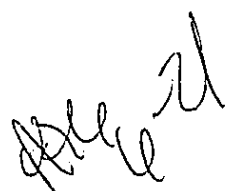
Thank you for your time and consideration to this matter. If you have any questions or comments, please feel free to contact me.

Sincerely,



Charles K. Willoughby

CKW/jb
Enclosures



FILED
95 JUN 19 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SURFSIDE POOL & BEACH MANAGEMENT, INC.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as the incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this Corporation is SURFSIDE POOL & BEACH MANAGEMENT, INC.

ARTICLE II - DURATION

The duration of this Corporation is perpetual, unless dissolved according to law.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV - PRINCIPAL OFFICE

That the principal office address of this Corporation shall be Post Office Box 1682 SE Collette Court, Port St. Lucie, Florida 34952, being the mailing address of this Corporation.

ARTICLE V - STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 10,000 shares of Class A Common stock at One Dollar (\$1.00) par value per share.

Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE VI - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VII- SHAREHOLDER RIGHTS

Shareholders of the Corporation shall have pre-emptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including, but not limited to, cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

ARTICLE VIII - QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's By-laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida located at 789 South Federal Highway, Suite 209, Stuart, Florida 34994, and the name of its initial registered agent at that address is Charles K. Willoughby.

ARTICLE X - BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have TWO (2) members initially, but no less than one (1) member. The number of directors may be increased or decreased by the Shareholders from time to time as provided in the By-laws of the Corporation.

ARTICLE XI - DIRECTORS
NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

| | <u>Name</u> | <u>Street Address</u> |
|------------|----------------------|--|
| PRESIDENT | JOSHUA JAMES BENNETT | 1601 SE Appamatox Terrace Port St. Lucie, Florida 34952 |
| VICE PRES. | KEVIN JOHN NOVITZKY | 1682 SE Collett Court |

Port St. Lucie, Florida 34952

SECRETARY JOSHUA JAMES BENNETT 1601 SE Appamatox Terrace
 Port St. Lucie, Florida 34952

TREASURER KEVIN JOHN NOVITZKY 1682 SE Collette Court
 Port St. Lucie, FL 34952

ARTICLE XII - INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

| <u>Name</u> | <u>Street Address</u> |
|---------------------|---|
| KEVIN JOHN NOVITZKY | 1682 SE Collette Court, Port St. Lucie, Florida 34952 |

ARTICLE XIII - COMMON DIRECTORS -
 TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if:

- (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for that purpose without counting the votes

or consents of such Director; or

(b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes approves or ratifies such contract or transactions.

ARTICLE XIV - BY-LAWS

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting thereof.

ARTICLE XV - SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its Shareholders and Directors, are hereby adopted as a part of these Articles of Incorporation.


1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of

new certificates therefor.

3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all Directors for services to the Corporation as Directors, officers or otherwise.

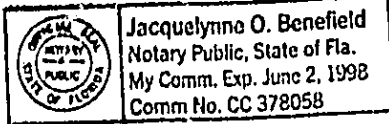
4. These Articles of Incorporation shall be effective as of this 13th day of June, 1995.




KEVIN JOHN NOVITZKY, Incorporator

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing Articles of Incorporation were sworn to and acknowledged before me this 13th day of June, 1995, by KEVIN JOHN NOVITZKY, Incorporator.





Notary Public, State of Florida
My Commission Expires:

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

In pursuance of §§48.091(1) and 607.034, Florida Statutes, the following is submitted in compliance thereof:

Surfside Pool & Beach Management, Inc.
That KEVIN JOHN NOVITZKY, desiring to organize as a corporation under the laws of the State of Florida, with its initial registered office in Florida being in the County of Martin, at 789 South Federal Highway, Suite 209, Stuart, Florida 34994 has named CHARLES K. WILLOUGHBY, ESQUIRE, located at that same address as its initial registered agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the initial registered office of the Corporation in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the corporation and the name of its registered agent.

By: 
CHARLES K. WILLOUGHBY

FILED
95 JUN 19 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA