

P9500005055

95 JUN 26 PM 12:54
SECRET
TALLHASSEE, FLORIDA

LOUIS SCOURTAS & ASSOCIATES
617 CLEVELAND STREET-SUITE 22
CLEARWATER, FLORIDA 34615

813- 443-0709

June 21, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

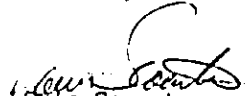
300001523759
-06/27/95--01021--019
***122.50 ***122.50

Please find enclosed the Articles of Incorporation for Clearwater's On
The Bluff, Inc. and their check for \$122.50 covering the filing fees.

Please mail to us the Certified Copy of the Articles of Incorporation
and the Certificate of Incorporation to our office for further
processing with our client.

If you have any questions, please call me.

Sincerely,


Louis Scourtas

6/26/95


ARTICLES OF INCORPORATION
OF
CLEARWATER'S ON THE BLUFF , INC.

RECORDED
50 JUN 25 PM 12:54
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this Corporation is Clearwater's on the Bluff, Inc.

ARTICLE II. CORPORATE PRINCIPAL OFFICE AND MAILING ADDRESS

The Corporations principal office and mailing address 1581 Gulf Blvd, Suite 405, Clearwater, Florida 34630.

ARTICLE III NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of share of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock without par value.

ARTICLE V. TERMS OF EXISTENCE

This Corporation shall have perpetual existence commencing upon these articles.

**ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE
AND ACCEPTANCE BY THE REGISTERED AGENT**

The Registered Agent and the street address for the Initial Registered office of this Corporation in the State of Florida shall be: Louis Scourtas 617 Cleveland Street Suite 22, Clearwater, Florida 34615. Directors from time to time may move the Registered Office to any other address in the State of Florida. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.



ARTICLE VII. BOARD OF DIRECTOR(S)

This Corporation shall have one Director(s) initially. The number of Directors may be increased or decreased from time to time by bylaws adopted by the stockholders, but shall never be less than one.

ARTICLES VIII. INITIAL DIRECTOR(S)

The name(s) of the initial director(s) of this Corporation and their street address is: Ernst D. Scheller at, 1581 Gulf Blvd Suite 405, Clearwater, Florida 34630. The person(s) named initial director(s) shall hold office for the first year of existence of this Corporation or until their successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Ernst D. Scheller at, 1581 Gulf Blvd Suite 405, Clearwater, Florida 34630.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by the least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII. INDEMNIFICATION

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

IN WITNESS THEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 21st day of June, 1995.

[Handwritten Signature]

Incorporator

STATE OF FLORIDA :
COUNTY OF PINELLAS:

BEFORE ME, a Notary Public, personally appeared Ernst D. Scheller, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation on the 21st Day of June, 1995.

[Handwritten Signature]

Notary Public

My Commission Expires:



LOUIS C. SCURTAS
MY COMMISSION # CC464163 EXPIRES
May 19, 1999
BONDED THRU TROY FAH INSURANCE, INC.

P95000050535

Office
of
Hamden H. Baskin, III, P.A.

516 No. Ft. Harrison Avenue
Clearwater, Florida 34615

FILED
97 FEB 14 PM 12:56
Telephone: 813/447-2994
Fax: 813/446-0069
STATE OF FLORIDA

Via Federal Express

February 12, 1997

State of Florida
Department of State
Division of Corporation
409 E. Gaines Street
Tallahassee, FL 32301

300002088043--8
-02/14/97--01063--002
*****43.75 *****43.75

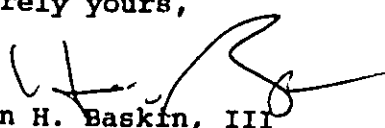
RE: Amendment to Articles of Incorporation
CLEARWATER'S ON THE BLUFF, INC.

Dear Sir:

Pursuant to our telephone conversation, enclosed please find Articles of Amendment of CLEARWATER'S ON THE BLUFF, INC. to GULFSIDE PROPERTIES AND INVESTMENTS, INC. I also am requesting a new Certificate from the Secretary of State. Enclosed is our check in the amount of \$43.75 for the filing fee (\$30.00) and new certificate (\$8.75). Kindly process same and return to our office in the Federal Express envelope provided for your convenience.

If you should have any questions, please feel free to contact our office and with the kindest of personal regards, I remain

Sincerely yours,



Hamden H. Baskin, III
Attorney at Law

HHBIII:dlw

Enclosures: as stated

cc: Ernst Scheller

N/C

VS FEB 20 1997

CLEARWATER'S ON THE BLUFF, INC
ARTICLES OF AMENDMENT

FILED
97 FEB 14 PM 12:56

1. The following provisions of the Articles of Incorporation of CLEARWATER'S ON THE BLUFF, INC., a Florida Corporation, filed in Tallahassee on the 26th day of June, 1995, be and are hereby amended in the following particulars:

Article I be and it hereby is deleted in its entirety.

A New Article I be and it hereby is added to read as follows:

ARTICLE I

The name of the corporation is:

GULFSIDE PROPERTIES AND INVESTMENTS, INC.

Approved by the shareholders on the 12th day of February, 1997.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment this 12th day of February, 1997.

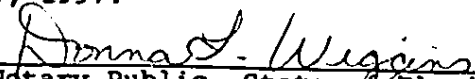


ERNST D. SCHELLER, Shareholder and Director

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared ERNST D. SCHELLER, known to me to be the person who executed the foregoing Articles of Amendment and he acknowledged before me that he executed such instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of February, 1997.


Notary Public, State of Florida
My Commission Expires:

