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July 5, 1995

VIA FEDERAL EXPRESS

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

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-07/06/95--01073--012
****122.50 ****122.50

Dear Sirs:

Re: Millennium Beachside, Inc.

Enclosed please find the following documents:

1. One original and one photocopy of Articles of Incorporation of Millennium Beachside, Inc.;
2. Certificate of Designation of Registered Agent/Registered Office; and
3. Check in the amount of \$122.50 to cover the fees for filing the Articles of Incorporation (\$35), filing the Certificate of Designation of Registered Agent/Registered Office (\$35), and a certified copy of the Articles of Incorporation (\$52.50).

Please return the certified copy to:

Ms. Tamara Cappelson
Petree Stockton, L.L.P.
4101 Lake Boone Trail, Suite 400
Raleigh, North Carolina 27607

Very truly yours,




Tamara Cappelson
Corporate Paralegal

encs.

cc: Mr. Mark I. Gibson
James P. Cain, Esq.

456-160806

7/12/95


**ARTICLES OF INCORPORATION
OF
MILLENNIUM BEACHSIDE, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be Millennium Beachside, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal office of business and mailing address of this corporation shall be 41 West Church Street, Suite 200, Orlando, Florida 32801.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to issue is One Hundred Thousand (100,000) shares Common Stock without par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent in the state is Mark I. Gibson and address of the initial registered agent in the state is 41 West Church Street, Suite 200, Orlando, Florida 32801.

ARTICLE V - DIRECTORS

The number of directors of the corporation shall be fixed by the bylaws. The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of the person who is to serve as Director until the first meeting of the shareholders or until his successor be elected and qualified is:

Mark I. Gibson
41 West Church Street, Suite 200
Orlando, Florida 32801

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Tamara Cappelson, 4101 Lake Boone Trail, Suite 400, Raleigh, North Carolina 27607.

The undersigned has executed these Articles of Incorporation this 3rd day of July, 1995.


Tamara Cappelson, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered agent and registered office in the State of Florida:

1. The name of the corporation is Millennium Beachside, Inc.
2. The name and address of the registered agent and office is:

Mark I. Gibson
41 West Church Street
Suite 200
Orlando, Florida 32801

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS OF THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Mark I. Gibson

7/5/95

Date