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95 APR - 11 11:47
TALLAHASSEE, FL
SECRETARY OF STATE

ACCOUNT NO. : 072100000032

REFERENCE : 911052 010300

AUTHORIZATION :

COST LIMIT : 4 PPD

ORDER DATE : April 8, 1996

ORDER TIME : 3:03 PM

ORDER NO. : 911052

CUSTOMER NO: 010300

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04/09/96 01002-011
00012150 00012150

CUSTOMER: Linda Kilis, Legal Assistant
BUSCHMAN AHERN AND PERSONS

P. O. Box 50006

Jacksonville Bk, FL 32240-0006

DOMESTIC FILING

NAME: BEACHES III, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry E. Davis

EXAMINER'S INITIALS:

RECEIVED
95 APR - 9 PM 4: 22
DIVISION OF CORPORATION
48-96
IB

ARTICLES OF INCORPORATION
OF
BEACHES III, INC.

ARTICLE I: The name of this corporation is BEACHES III, INC.

ARTICLE II: This corporation shall have perpetual existence.

ARTICLE III: This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States or the State of Florida.

ARTICLE IV: The maximum number and class of shares of capital stock which this corporation is authorized to have outstanding is one hundred (100) shares of common capital stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V: The initial principal office of this corporation shall be at 111 Riverside Avenue, Jacksonville, FL 32202, and the name of the corporation's initial registered agent is ALBERT E. BUSCHMAN, JR., at 2215 South Third Street, Suite 101, Jacksonville Beach, Florida 32250.

ARTICLE VI: Initially, this corporation shall have three (3) members on the Board of Directors, and the corporation shall have the authority to operate with not less than one member on the Board of Directors. The following are the names and addresses of the initial members of the Board of Directors:

Todd J. Harleman
111 Riverside Avenue
Jacksonville, FL 32202,

Reg Oliver
111 Riverside Avenue
Jacksonville, FL 32202

Allen J. Steele
111 Riverside Avenue
Jacksonville, FL 32202

ARTICLE VII: The name and street address of the person signing these Articles of Incorporation as a subscriber are as follows:

ALBERT E. BUSCHMAN, JR.
2215 South Third Street, Suite 101
Jacksonville Beach, Florida 32202


ARTICLE VIII: The power to adopt, alter, amend or repeal By-Laws shall be voted in the Board of Directors and the Shareholders.

ARTICLE IX: The Directors of this corporation shall take action by written consent, as provided by law.

ARTICLE X: The Board of Directors is authorized, with the approval of the Shareholders, to issue "Section 1244 Stock" as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time-to-time.

ARTICLE XI: 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 a majority of the stock entitled to vote thereon, 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.

IN WITNESS WHEREOF, the undersigned, being the original subscriber hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and, accordingly, has hereunto set his hand and seal this 4th day of April, 1996.

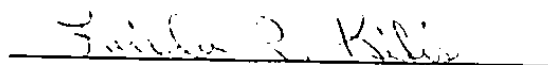
 (SEAL)
ALBERT E. BUSCHMAN, JR.

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me by ALBERT E. BUSCHMAN, JR., who is personally known to me and acknowledged to and before me that he signed the foregoing Articles of Incorporation freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 4th day of April, 1996.

NOTARY PUBLIC





LINDA P. KILIS
Comm. No. CC 474728
My Comm. Exp. Aug. 30, 1999
Bonded thru Richard Ins. Agency.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
AND ACCEPTANCE AND ACKNOWLEDGMENT

IN COMPLIANCE WITH SECTION 48-091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, that BEACHES III, INC., desiring to organize or qualify under the Laws of the State of Florida as a corporation, with its principal place of business at 111 Riverside Avenue, Jacksonville, FL 32202, County of Duval, State of Florida, as indicated in the Articles of Incorporation, has named ALBERT E. BUSCHMAN, JR., located at 2215 South Third Street, Suite 101, Jacksonville Beach, Florida 32250, as its agent to accept service of process within the State of Florida.

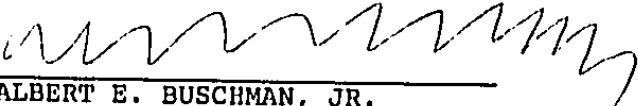
Dated April 4, 1996


ALBERT E. BUSCHMAN, JR.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation at the place designated in the Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes and acts relative to keeping open said office and with all provisions of all statutes and acts relative to the proper and complete performance of my duties.

Dated April 4, 1996


ALBERT E. BUSCHMAN, JR.