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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BEACHES RESOURCES OF FLORIDA, INC.

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**ARTICLES OF INCORPORATION
OF
BEACHES RESOURCE OF FLORIDA, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is **BEACHES RESOURCE OF FLORIDA, INC.**

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be upon the date of filing of these Articles with the Secretary of State.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to issue and have outstanding is 10,000 shares of common stock with a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to the corporation's securities.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 75 Valencia Avenue, Suite 400, Coral Gables, Florida 33134 and the name of the initial registered agent of this corporation at that address is Otero, Mullin & Torolin, P.A.

Prepared By:

Jorge E. Otero, Esq.

Otero, Mullin & Torolin, P.A.

75 Valencia Ave., 4th Floor

Coral Gables, FL 33134

(305) 567-9000

FBN. 438596

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ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of May, 1996.


Jorge E. Otero, Incorporator

STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Jorge E. Otero, known to me and by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 21st day of May, 1996.

My Commission Expires:


NOTARY PUBLIC, STATE OF FLORIDA



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**CERTIFICATE OF REGISTERED AGENT
OF
BEACHES RESOURCE OF FLORIDA, INC.**

Pursuant to Sections 48.091 and 607.0501 of the Florida Statutes, the following is submitted in compliance therewith:

That BEACHES RESOURCE OF FLORIDA, INC., desiring to organize under the laws of the State of Florida with its principal office in Miami Beach, Florida, has named Otero, Mullin & Tomlin, P.A., 75 Valencia Avenue, Suite 400, Coral Gables, Florida 33134, County of Dade, agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for 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.

Dated this 21 day of May, 1996.

OTERO, MULLIN & TOMLIN, P.A.

By: 
Jorge E. Otero, President

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