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PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032
REFERENCE : 979867 4355221
AUTHORIZATION :
COST LIMIT : \$ PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN -7 PM 1:20

ORDER DATE : June 7, 1996
ORDER TIME : 10:35 AM
ORDER NO. : 979867
CUSTOMER NO: 4355221

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CUSTOMER: John E. Moore, III, Esq
COLLINS BROWN & CALDWELL
P. O. Box 3686
Vero Beach, FL 32964

DOMESTIC FILING

NAME: BOARDWALK-BY-THE-SEA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

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cf 6/7/96

ARTICLES OF INCORPORATION

OF

BOARDWALK-BY-THE-SEA, INC.

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ARTICLE I - NAME

The name of this corporation is Boardwalk-by-the-Sea, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The amount of capital stock authorized for the corporation is a maximum of one thousand (1,000) shares of common stock having no par value which shall be issued as fully paid and nonassessable. The stock of this corporation shall be so assigned, issued, and transferred only in accordance with such By-Laws as the corporation shall from time to time make, change, or alter with a lien reserved in favor

of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the Initial Registered Agent and the Initial registered office of this corporation are:

John E. Moore, III, Esq.
756 Beachland Boulevard
Vero Beach, Florida 32983

ARTICLE VI - PRINCIPAL OFFICE

The principal office and mailing address of the corporation is:

Boardwalk-by-the-Sea, Inc.
4079 Ocean Drive
Vero Beach, Florida 32963

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of Directors of this corporation shall be not less than one (1) nor more than five (5). The names and addresses of the initial directors of this corporation are:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|--|
| Zachary Agran | 3555 Ocean Drive, Apt. 203 Vero Beach, FL 32963 |
| Cynthia Agran | 3555 Ocean Drive, Apt. 203 Vero Beach, FL 32963 |

ARTICLE VIII - INCORPORATION

The name and address of the persons signing these Articles are:

John E. Moore, III, Esq.
756 Beachland Boulevard
Vero Beach, Florida 32963

ARTICLE IX-SHAREHOLDERS' AGREEMENT

The corporation or the stockholders may include in their agreement between themselves the following as valid matters of agreement:

- A. Any limitation or restraint upon the transferability, alienation, or assignment of stock;
- B. Any limitation or restraint upon the encumbrance or pledge of stock;
- C. Any agreements conferring preemptive rights of purchase upon stockholders as conditions precedent to the sale of any stock;
- D. Management agreements, solicitation agreements or other employment agreements with persons who may or may not be stockholders; and
- E. Any and all such agreements as may be reasonably necessary in the ownership, conduct or furtherance of the business of the corporation and to implement the said agreement by By-Laws of the corporation.

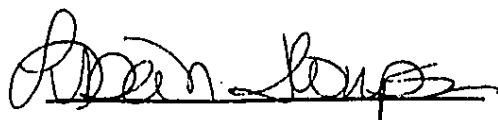
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or Director or any former officer or director, to the full extent permitted by law.


ARTICLE XI - AMENDMENT

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by applicable provision of law, and all rights and powers conferred upon stockholders, directors, and officers are subject to this reserved power.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 6th day of June, 1996.



Marilla G. West
As to John E. Moore, III


John E. Moore, III

I, the undersigned do hereby acknowledge and accept appointment as Registered Agent of Boardwalk-by-the-Sea, Inc.



John E. Moore, III

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this day 6th of June, 1996, by John E. Moore, III, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.



MARILLA J. WEST
My Commission 00428888
Expires Feb. 14, 1998


Notary Public
Name: _____
Commission Number: _____
Commission Expiration: _____

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