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1201 BAYS STREET
TALLAHASSEE, FL 32301-0007
904-222-0000
904-222-0001 FAX

800-342-8086



PRIESTER HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 040957 8960A

AUTHORIZATION

COST LIMIT

\$122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG -2 AM 10:05

ORDER DATE : August 2, 1996

ORDER TIME : 2:06 PM

ORDER NO. : 040957

8000013112328

CUSTOMER NO: 8960A

CUSTOMER: Debbie Miller, Legal Assistant
EDWARD E. LEVINSON, P.A.

Financial Federal Bldg.,ph-e
407 Lincoln Road
Miami Beach, FL 33139

DOMESTIC FILING

NAME: BEACH BOOTING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

g/8/5/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG -2 PM 4:32

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 AUG -2 AM 10:05

ARTICLES OF INCORPORATION
OF
BEACH BOOTING, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BEACH BOOTING, INC.

The address of the principal office of this corporation shall be 1917 Purdy Avenue, Miami Beach, Florida 33139, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 407 Lincoln Road, PH-SE, Miami Beach, Florida 33139, and the name of the initial registered agent of the corporation at that address is Edward E. Levinson.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Robert A. Shenoff Dir.	1917 Purdy Avenue Miami Beach, Florida 33139
Alex Torres Dir.	Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Robert A. Shenoff Pres.	1917 Purdy Avenue Miami Beach, Florida 33139
Alex Torres V.Pres./Sec.	Same

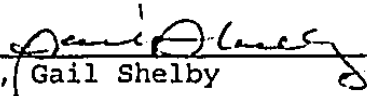
ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on August 2, 1996.

CORPORATION SERVICE COMPANY

By: 
Its Agent, Gail Shelby

dwl

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: BEACH BOATING, INC.

2. The name and address of the registered agent and office is:

EDWARD E. LEVINSON

(Name)

407 LINCOLN ROAD, PH-SE

(P.O. Box NOT acceptable)

MIAMI BEACH, FLORIDA 33139

(City/State/Zip)

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.

SIGNATURE

Edward E. Levinson

DATE

REGISTERED AGENT FILING FEE: \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

FILED STATE
SECRETARY OF
CORPORATIONS
96 JUN 2 11:10:05