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BARRY PARITZ
Certified Public Accountant
2404 Hollywood Boulevard
Hollywood, Florida 33020

October 30, 1996

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

RE: BEACH-SITE, INC.

Gentlemen:

Enclosed you will find the executed Articles of Incorporation and a check in the amount of \$122.50 which represents the filing fee for the above referenced corporation.

Please issue a corporation status certificate and mail to my office.

Very truly yours,

Barry Paritz
Barry Paritz

Enc.
cc: Mary Truglia

FILED
96 NOV -1 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV 6 1996

ARTICLES OF INCORPORATION
OF
BEACH-SITE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME OF CORPORATION

The name of the corporation is Beach-Site, Inc.

DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$.01 par value common stock which shall be designated as "Common Shares".

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as can be done with out issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
VOTING RIGHTS

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered and PRINCIPAL office of this corporation is 17070 Collins Avenue Suite 266B, Miami Beach, Florida 33160. The registered agent of this corporation at that address is Barry Paritz.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws: However, there shall never be less than one director nor more than eight. The names and address of the initial Board of Directors of the corporation is as follows:

Mary Truglia
Barry Paritz

All of the above Directors list their address as 17070 Collins Avenue, Suite 266B, Miami Beach, Florida 33160.

ARTICLE IX
INCORPORATORS

The names and address of the Incorporators signing these articles is:

Mary Truglia
Barry Paritz

All of the above Incorporators list their address as 17070 Collins Avenue, Suite 266B, Miami Beach, Florida 33160.

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 or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on this 30 day of OCTOBER, 1996.

Mary Truglia
Mary Truglia

Barry Paritz
Barry Paritz

STATE OF FLORIDA

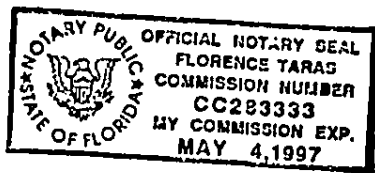
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared the above signed persons, known to me to be and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 30 day of OCTOBER, 1996.

Florence Taras
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:



FILED
96 NOV - 1 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

Barry Paritz
Barry Paritz, Registered Agent