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LAW OFFICES
OF
ANTHONY M. LIVOTI, JR., P.A. FILED

ATTORNEYS AND COUNSELORS AT LAW
721 N.E. 3RD AVENUE
FORT LAUDERDALE, FLORIDA 33304
(954) 463-3777

96 NOV 12 PM 4:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF COUNSEL
ANALD E. OSWALD
MEMBER OF FLORIDA BAR

ANTHONY M. LIVOTI, JR.
MEMBER OF FLORIDA, NEW YORK
& WASHINGTON D.C. BARS

ROBERT P. BISSONNETTE
MEMBER OF FLORIDA BAR

November 6, 1996

KENNETH D. TAGUE
MEMBER OF FLORIDA
& TEXAS BARS

RECEIVED
11-6-96

SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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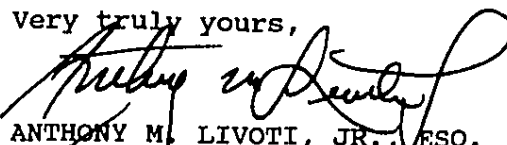
Re: BEACH HEAD, INC.

Gentlemen:

Enclosed please find original and duplicate of proposed Articles of Incorporation for BEACH HEAD along with my check in the amount of \$122.50 to cover the cost of filing same.

Once filed, please forward copy to the undersigned.

Very truly yours,


ANTHONY M. LIVOTI, JR., ESQ.

AML:pmc

Encl.

PK 11/11/96

ARTICLES OF INCORPORATION
OF
BEACH HEAD, INC.

FILED
96 NOV 12 PM 4:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

11-6-96

ARTICLE I

The name of the corporation is BEACH HEAD, INC..

ARTICLE II

This corporation shall have perpetual existence, and shall commence upon the signing and acknowledging of these Articles.

ARTICLE III

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

ARTICLE IV

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

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 VI

Every shareholder, upon sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

The street address of the initial registered office of this corporation is 721 N.E. 3rd Avenue, Fort Lauderdale, Florida 33304, and the name of the initial registered agent of this corporation at that address is ANTHONY M. LIVOTI, JR., ESQ.

ARTICLE VIII

This corporation shall have one director initially. The number of directors may increase from time to time by the By-Laws, but shall never be less than (1). The name and address of the initial director of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
ANTHONY M. LIVOTI, JR.	721 N.E. 3rd Avenue Fort Lauderdale, Florida 33304

ARTICLE IX

The stock of this corporation shall be issued pursuant to a plan under section 1244 of the Internal Revenue Code of 1954 as added by the Small Business Tax Revision Act of 1958. The amount of capital which this corporation will begin business shall not be less than

Five Hundred (\$500.00) Dollars.

ARTICLE X

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
ANTHONY M. LIVOTI, JR.	721 N.E. 3rd Avenue Fort Lauderdale, Fla. 33304

ARTICLE XI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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

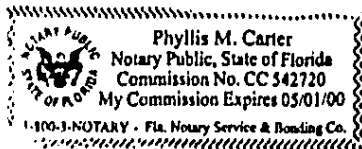

ANTHONY M. LIVOTI, JR.
Subscriber

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 ANTHONY M. LIVOTI, JR. known personally to me and known by me to be the person who executed these 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 by official seal, in the State and County aforesaid, this

6th day of November, 1996.



Phyllis M. Carter
Notary Public Signature
Phyllis M. Carter
Notary Public Printed Signature

My commission expires:

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

In pursuant of Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That BEACH HEAD, INC. desiring to organize under the laws of the State of Florida, with its principal office located at 721 N.E. 3rd Avenue, Fort Lauderdale, Florida 33304, as indicated in the Articles of Incorporation, has named ANTHONY M. LIVOTI, JR., ESQ. located at 721 N.E. 3rd Avenue, Fort Lauderdale, Florida 33304 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been made to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Anthony M. Livoti, Jr.
ANTHONY M. LIVOTI, JR., ESQ.
96 NOV 12 PM 4:42
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA