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JOE M. GONZALEZ, P.A.
ATTORNEY AT LAW

December 27, 1996

97 JAN 15 AM 11:50

TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-12/30/96--01036--006
****122.50 ****122.50

Re: SOUTH BEACH, INC.

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation regarding **SOUTH BEACH, INC.** for filing with the Secretary of State. Also enclosed is a check for One Hundred Twenty-Two and 50/100 (\$122.50) for the filing fee.

Thank you for your attention to this matter. If you have any questions, please do not hesitate to contact me.

Sincerely,

JOE M. GONZALEZ, P.A.

Joe M. Gonzalez

SIGNED IN MR. GONZALEZ'S
ABSENCE TO AVOID
FURTHER DELAY

JMG/rrm

Enclosures



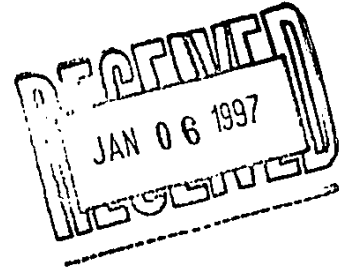
FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 3, 1997

JOE M. GONZALEZ, P.A.
304 SOUTH WILLOW AVE
TAMPA, FL 33606

SUBJECT: SOUTH BEACH, INC.
Ref. Number: W97000000123



AT Y BULL, INC.

We have received your document for SOUTH BEACH, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 597A00000247

**ARTICLES OF INCORPORATION
OF
SOUTH BEACH AT YBOR, INC.**

FILED

97 JAN 15 AM 11:50

TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the applicable laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be South Beach at Ybor, Inc.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCKS

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100,000 shares all of which shall be voting common stock of the par value of One (\$1.00) Dollar.

To the extent permitted by law, said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954, as amended.

All of the said stock shall be payable in cash, or in services or property other than stock or securities, in lieu of cash, at a just valuation to be determined by the stockholders of this corporation at a regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business will not be less than Five Hundred Dollars (\$500.00) Dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial office and principal location of this corporation is:

304 S. Willow Avenue
Tampa, Florida 33606

The name of the initial registered agent of this corporation at the address listed above is Jesse James Newberry, Jr.

ARTICLE VII - DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

The names and addresses of the initial officers of this corporation are as follows:

President:	Jesse James Newberry, Sr. 400 Piper Road Springhill, Florida 34606
Secretary:	Tonya Fatih 2424 W. Tampa Bay Boulevard Apartment 207 Tampa, Florida 33607
Treasurer:	Jesse James Newberry, Jr. 5820 N. Church Street, #247 Tampa, Florida 33614

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

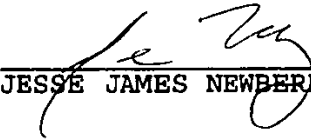
Jesse James Newberry, Jr.
5820 N. Church Street, #247
Tampa, Florida 33614

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator of this corporation is as follows:

Jesse James Newberry, Jr.
5820 N. Church Street, #247
Tampa, Florida 33614

IN WITNESS WHEREOF the incorporator has hereunto set his hand and seal, this 9th day of January, 1997.



JESSE JAMES NEWBERRY, JR.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I hereby Certify that on this day before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JESSE JAMES NEWBERRY, JR., known to me to be the person(s) described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person(s): Personally Known and that an oath was taken.

Witness my hand and official seal in the County and State last aforesaid this 9th day of January, A.D., 1997.



NOTARY SIGNATURE

Rhonda F. McCoy

PRINT NOTARY SIGNATURE

Notary Rubber Stamp Seal



RHONDA F MCCOY
My Commission CC424233
Expires Dec. 04, 1998
Bonded by HAI
800-422-1888

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

In pursuance of Chapter 616.023, Florida Statutes, the following is submitted in compliance with said act:

That South Beach at Ybor, Inc. is desiring to organize under the laws of the State of Florida as a corporation with its principal office, as indicated in its Articles of Incorporation, and South Beach at Ybor, Inc. has named Jesse James Newberry, Jr., as agent to accept service of process within this state.

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



JESSE JAMES NEWBERRY, JR.

TALLAHASSEE, FLORIDA

97 JUN 15 AM 11:50

1997