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February 12, 1997

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

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-02/17/97--01107--005  
\*\*\*\*122.50 \*\*\*\*122.50

Re: West Beaches, Inc.

Dear Sir or Madam:

In connection with the above referenced corporation, enclosed please find the original Articles of Incorporation to be filed with the Secretary of State. I also enclose a check drawn on the account of Johns Creek II, Inc. in the amount of \$120.00 for the cost of the filing fee.

Should you have any questions or comments, please do not hesitate to call.

Very truly yours,

*Eric Adams*  
Eric Adams, as Assistant to  
Clifford B. Newton

FILED  
97 FEB 17 PM 4:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Dmc*  
*2/19/97*  
:esa  
Enclosures

ARTICLES OF INCORPORATION  
OF  
WEST BEACHES, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME OF CORPORATION

The name of this corporation shall be: WEST BEACHES, INC.

ARTICLE II. GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value. Said common stock shall consist of ten voting and ninety non-voting shares. Notwithstanding the limitation on voting rights, all shares shall be considered identical with respect to distribution and dissolution."

ARTICLE IV. CORPORATE EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE V. ADDRESS OF CORPORATION

The street address of the principal office of the corporation is: 3840 Crown Point Road, Suite A, Jacksonville, Florida 32257.

The Board of Directors may, from time to time, move the office to any other place in the State of Florida.

The corporation shall have, with the agreement of the Board of Directors, the privilege of establishing branch offices within the State of Florida or within any other State that the Board of Directors deem necessary and proper.

ARTICLE VI . INITIAL REGISTERED OFFICE & AGENT

The name and address of the Registered Agent and the address of the Registered Office of this corporation are: **MARK A. KNOWLES**, 3840 Crown Point Road, Suite A, Jacksonville, Florida 32257.

ARTICLE VII. DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by by-laws adopted by the stockholders but shall never be less than one (1).

The names and addresses of the first Directors of the corporation are:

J. Daniel Collins  
3840 Crown Point Road, Suite A  
Jacksonville, Florida 32257

E. Chester Stokes, Jr.  
3840 Crown Point Road, Suite A  
Jacksonville, Florida 32257

The bylaws of the corporation shall state the manner in which directors are appointed.

ARTICLE VIII. SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation are as follows:

J. Daniel Collins  
3840 Crown Point Road, Suite A  
Jacksonville, Florida 32257

ARTICLE IX. SELF DEALING

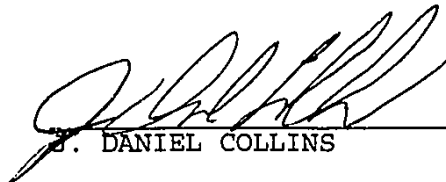
No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are directors or officers of such corporation; and any director or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are

parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation; and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation.

#### ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereupon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on the 4<sup>th</sup> day of February, 1997.

  
J. DANIEL COLLINS

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

FILED

97 FEB 17 PM 4:22

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the  
following is submitted:

FIRST, that WEST BEACHES, INC., desiring to organize under the  
laws of the State of Florida with its principal place of business  
at 3840 Crown Point Road, Suite A, Jacksonville, Florida 32257,  
has named MARK A. KNOWLES, at the same address, as its 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 I further agree to comply  
with the provisions of all statutes relative to the proper and  
complete performance of my duties, and I accept the duties and  
obligations of Section 607.0505 of the Florida Statutes.

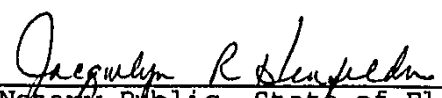
REGISTERED AGENT

  
MARK A. KNOWLES

STATE OF FLORIDA

COUNTY OF DUVAL

Sworn to and subscribed before me this 4<sup>th</sup> day of February,  
1997, by Mark A. Knowles who is personally known to me.

  
Notary Public, State of Florida  
My commission expires:



JACQUELYN R HEUFELDER  
My Commission CC425283  
Expires Dec. 07, 1998  
Bonded by ANB  
800-852-6678