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March 20, 1997

Secretary of State
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: B & B BEACH BUILDERS, INC.
Our File Number: 17,795

700002122427--7
-03/24/97--01185--009
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find the original and one photocopy of the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$70.00 to cover the cost of the following:

Filing Fee	\$ 35.00
Registered Agent	\$ 35.00
TOTAL	\$ 70.00

Please date stamp the photocopy and return same to me in the enclosed stamped, self-addressed envelope.

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

Very truly yours,


Peter T. Hofstra

PTH:nrp
Enclosures

cc: Mr. William M. Welch
(w/enclosure)

np\corp\b-beach.ltr

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cf 3/27/97

ARTICLES OF INCORPORATION

OF

B & B BEACH BUILDERS, INC.

FILED
SECRETARY OF STATE
INCORPORATIONS

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The undersigned, acting as incorporators to these Articles of Incorporation, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME AND ADDRESS

The name of the corporation is: B & B BEACH BUILDERS, INC. The physical address of the corporation is 5050 Gulf Boulevard, St. Pete Beach, Florida 33706. The mailing address of the corporation is 5050 Gulf Boulevard, St. Pete Beach, Florida 33706.

ARTICLE II
NATURE OF BUSINESS

The purpose of this corporation is to engage in any activities or businesses permitted under the laws of the United States and the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The corporation is authorized to issue seven thousand five hundred (7,500) shares, all of one class, at a par value of One Dollar (\$1.00) per share.

ARTICLE IV
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation in the state of Florida is 8640 Seminole Boulevard, Seminole, Florida 33772.

The initial registered agent of this corporation is Peter T. Hofstra.

ARTICLE VI
DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to

time, by amendment to the By-Laws, but shall never be less than one (1).

ARTICLE VII
INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
William M. Welch	5050 Gulf Boulevard St. Pete Beach, Florida 33706
Robert Turnbull	5050 Gulf Boulevard St. Pete Beach, Florida 33706

ARTICLE VIII
INCORPORATORS

The names and street addresses of the incorporators of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
William M. Welch	5050 Gulf Boulevard St. Pete Beach, Florida 33706

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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 stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI
DATE OF INCEPTION

The date the corporate existence shall begin is as of the date of filing and acceptance of these Articles by the Secretary of State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal,
acknowledged and filed the foregoing Articles of Incorporation
under the laws of the State of Florida, this 19th day of March,
1997.




WILLIAM M. WELCH (SEAL)

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this
19th day of March, 1997, by WILLIAM M. WELCH, who is personally
known to me or who has produced FL Driver's License
as identification.



Nelda R. Preidis
MY COMMISSION # CC577363 EXPIRES
August 14, 2000
BONDED THRU TROY PAIR INSURANCE, INC.



(Signature of Notary)

NELDA R. PREIDIS

(Name of Notary, printed or stamped)


Notary Public

(Serial Number, if any)

97 MAR 24 PM 1:17
STATE OF FLORIDA
COUNTY OF PINELLAS

ACCEPTANCE OF REGISTERED AGENT

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



PETER T. HOFSTRA, Registered Agent