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U.S. Patent Office Registration No. 40,577

Patents  
Trademarks

Copyrights  
Entertainment

August 15, 1997

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Fl 32314

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-08/18/97--01035--007  
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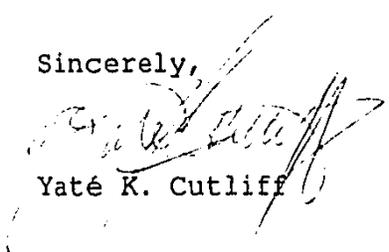
Re: Incorporation of BEACH REALTY & RENTALS, INC.

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above corporation. Also, enclosed is a check in the amount of \$122.50, for the filing, certified copy and registered agent designation fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call me at (813) 867-3116.

Sincerely,

  
Yaté K. Cutliff

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97 AUG 18 PM 2:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

BEACH REALTY & RENTALS, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I. CORPORATE NAME.

The name of the corporation shall be:

BEACH REALTY & RENTALS, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and the mailing address of this Corporation shall be:

4321 34th Street S., St. Petersburg, Florida 33711 .

ARTICLE III. PURPOSE.

The general purposes for which the Corporation is organized is to sale real property to consumers.

ARTICLE IV. AUTHORIZED SHARES.

The aggregate number of shares which the Corporation is authorized to issue is Five Hundred (500) shares of Common Share, \$0.10 par value. The Common Shares shall be of a single class. Such shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution.

ARTICLE V. REGISTERED AGENT AND OFFICE.

The initial street address of the Corporations's registered office is 4321 34th Street S., St. Petersburg, Florida 33711.

The initial registered agent for the Corporation at that address is Jarmel C. Spradley.

ARTICLE VI. THE INITIAL BOARD OF DIRECTORS.

The initial board of directors shall consist of 1 member. The names and address of the person who will serve on the initial board of directors is:

Name	Address
<u>JARMEL C. SPRADLEY</u>	<u>2619 59TH AVE. S., ST. PETERSBURG FL 33711</u>

ARTICLE VII. INCORPORATOR.

The name and street address of the person signing these articles of incorporation is:

Name	Address
<u>JARMEL C. SPRADLEY</u>	<u>2619 59TH AVE. S., ST. PETERSBURG FL 33711</u>

ARTICLE VIII. INDEMNIFICATION.

The Corporation shall indemnify its directors, officers employees, and agents to the fullest extent permitted by law, including but not limited to Florida Statutes Section 607.0850.

ARTICLE IX. PREEMPTIVE RIGHTS.

The Corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

ARTICLE XI. BYLAWS.

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 15 day of August, 1997

Signature(s) of the incorporator(s)

Jarmel C. Spradley  
Signature, President

JARMEL C. SPRADLEY  
name of incorporator signing

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

BEACH REALTY & RENTALS, INC.

2. The name and address of the registered agent and office is:

JARMEL C. SPRADLEY  
4321 34TH STREET SOUTH  
ST. PETERSBURG, FL 33711

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature

*Jarmel C. Spradley*

Date

*August 15, 1997*

**FILED**  
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TALLAHASSEE, FLORIDA