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Quarles & Brady

97/10/20 11:05

TALLAHASSEE, FLORIDA

August 15, 1997

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
Post Office Box 6327  
409 East Gaines Street  
Tallahassee, Florida 32314

500002271845--1  
-08/20/97--01019--002  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Beach Properties Development Corp.

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation, and of the Designation of Registered Agent for the above corporation. Also enclosed is a check in the amount of \$122.50 which represents the following:

Articles of Incorporation Filing Fee	\$ 35.00
Registered Agent Filing Fee	35.00
Certified Copy of Articles	<u>52.50</u>

Total enclosed: \$122.50

If you find these enclosures to be in order, please file the same and return one certified copy to this office. Thank you.

Sincerely,

*Suzanne Howard*

Suzanne Howard  
Legal Assistant to Timothy G. Hains

Enclosures  
/sh

GH  
8/21/97

ARTICLES OF INCORPORATION  
OF  
BEACH PROPERTIES DEVELOPMENT CORP.

FILED  
97 MAR 20 AM 9:05  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is: BEACH PROPERTIES DEVELOPMENT  
CORP.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be: 15740  
Kilmarnock Drive, Fort Myers, Florida 33912.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this Corporation shall  
have authority to issue is 1,000 shares. Common shares shall be  
the only class of shares which this Corporation shall have  
authority to issue.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this  
Corporation is: 15740 Kilmarnock Drive, Fort Myers, Florida  
33912, and the name of the initial registered agent of this  
Corporation at that address is: Douglas Walton.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is:

Name: Douglas Walton

Address: 15740 Kilmarnock Drive, Fort Myers, Florida 33912.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 19 day of August, 1997.

  
\_\_\_\_\_  
Douglas Walton


FILED

CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE

TALLAHASSEE, FLORIDA

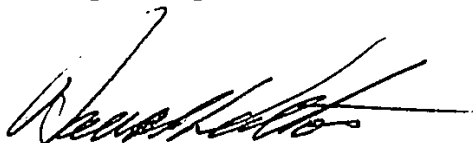
IN COMPLIANCE WITH SECTION 48.09.1, AND SECTION 607.0501,  
FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT BEACH PROPERTIES DEVELOPMENT CORP., desiring to organize  
or qualify under the laws of the State of Florida, has named  
Douglas Walton, as its agent to accept service of process within  
Florida with a registered office located at 15740 Kilmarnock Drive,  
Fort Myers, Florida 33912.

  
Douglas Walton

Dated: August 14, 1997

Having been named to accept service of process for the above-  
stated corporation, at the place designated in this Certificate,  
Douglas Walton hereby agrees to comply with the provisions of all  
statutes relative to the proper and complete performance of its  
duties.

  
Douglas Walton

Dated: August 14, 1997