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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

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NAME: RESORT BEACH SERVICES, INC.

AUDIT NUMBER.....H97000020459

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES.....7

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ARTICLES OF INCORPORATION  
OF  
RESORT BEACH SERVICES, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE I. NAME

The name of this corporation shall be:

RESORT BEACH SERVICES, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the State of Florida, Department of State, Division of Corporations.

This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of completing all aspects of resort services and shall engage in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the

Timothy C. Campbell, P.A.  
222 East 4th Street  
Panama City, FL 32401  
Ph.: (850) 763-8466  
Fl. Bar No.: 434530  
P.02/07

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of  
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preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

#### **ARTICLE VI. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof, or such other value as may be agreed upon by the shareholders. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

**"These Shares Are Held Subject To Certain Transfer Restrictions  
Imposed By This Corporation's Articles Of Incorporation, A Copy  
Of Which Is On File At This Corporation's Principal Office."**

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board Of Directors shall be two (2).

The number of directors may be increased or decreased from time to time, as provided in this

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corporation's by-laws, but shall never be less than one.

The names and addresses of each individual who shall serve as a member of the Initial

Board Of Directors are:

1. Troy Campbell  
P. O. Box 18438  
Panama City Beach, Florida 32417
2. Timothy Campbell  
222 East 4th Street  
Panama City, Florida 32401

#### ARTICLE VIII. INITIAL COMPANY OFFICERS

The initial number of officers in this corporation shall be two (2). The number of officers may be increased or decreased from time to time, as provided in this corporation's by-laws, but shall never be less than one.

The name and company position of each individuals who shall serve as the company's

initial officer's are:

1. Troy Campbell, President
2. Timothy Campbell, Vice President

#### ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### ARTICLE X. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

OFFICE ADDRESS: 15606 West Highway 98A  
Panama City Beach, Florida 32413

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of  
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MAILING ADDRESS: Post Office Box 18438  
Panama City Beach, Florida 32417

The name of the individual who shall serve as this corporation's initial registered agent is:

Timothy C. Campbell

The address of the registered agent is:

222 East 4th Street  
Panama City, Florida

ARTICLE XI INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator

are:

Troy Campbell  
Post Office Box 18438  
Panama City Beach, Florida 32417

ARTICLE XII AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

ARTICLE XIII SECTION 1244 STOCK

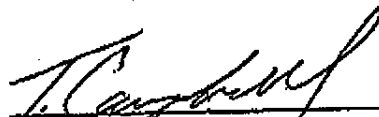
Since the provisions of Section 1244 of the Internal Revenue Code permit ordinary loss treatment, when the holder of Section 1244 Stock sells or exchanges such stock at a loss, or when such stock becomes worthless, a plan to issue Section 1244 Stock is adopted, effective as of this date. Under this plan, this corporation is authorized to offer and issue all of its authorized common stock on or subsequent to this date and before one day less than two years from this

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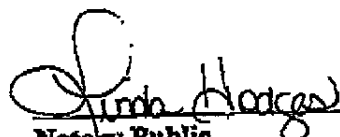
date, or before the date when this corporation shall make a subsequent offering of any stock, whichever occurs first. During the above period, this corporation shall offer and issue only the shares of common stock offered hereunder. The maximum amount to be received by this corporation, in consideration of the common stock to be issued pursuant to this plan, shall be \$1,000,000.00, and the common stock shall be issued only for money and other property (other than stock securities). The officers of this corporation are hereby authorized, empowered, and directed to do and perform any and all acts necessary to carry out this plan and to qualify the common stock offered and issued under it as "small business stock", as the term is defined in the Internal Revenue Code and the regulations issued thereunder.

  
Troy Campbell- Incorporator

State of Florida

County Of Bay

On December 13, 1997, Troy Campbell, designated above as the incorporator of this corporation, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation of Resort Beach Services, Inc..

  
Notary Public

Commission Expiration Date: 7/1/2001

NOTARY PUBLIC - STATE OF FLORIDA  
LINDA HODGES  
COMMISSION # CC680648  
EXPIRES 7/1/2001  
BONDED THRU ASA 1-368-NOTARY1

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