

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
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RECEIVED

P98000004347

Surfside Properties, Inc.

98 JAN 14 PM 2:37

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark -01/14/98-01017-019

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

RP
01-14-98

**ARTICLES OF INCORPORATION
OF
SURFSIDE PROPERTIES, INC.**

FILED
CLERK OF DISTRICT COURT
DIVISION OF CORPORATIONS
98 JAN 14 PM 2:37

ARTICLE I - NAME

The name of this corporation is Surfside Properties, Inc.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the date of filing.

ARTICLE III - PRINCIPAL OFFICE

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

1096 Old Highway 98
Destin, FL 32541

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand Shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - AUTHORIZATION OF RESTRICTIONS ON TRANSFER OF
SHARES**

All of the issued and outstanding shares of the corporation shall be made subject to restrictions on their transferability by agreement between the holders of such shares and the corporation. A copy of such agreement shall be kept on file with the secretary of the corporation, and shall be subject to inspection by shareholders of record and bona fide creditors of the corporation at reasonable times during business hours.

ARTICLE VII - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is Bruce A. Haught, 501 Highway 98 E, Suite G, Destin, FL 32541.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The board of directors of this corporation shall have no fewer than one (1) director nor more than five (5) directors. The initial board of directors shall consist of two (2) directors:

Director

Jeffrey W. McDonald

4031 Kats Court
Destin, FL 32541

Director

Frank Zondlo
4035 Kats Court
Destin, FL 32541

ARTICLE IX - INCORPORATOR

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

Bruce A. Haught
501 Highway 98 E, Suite G
Destin, FL 32541

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

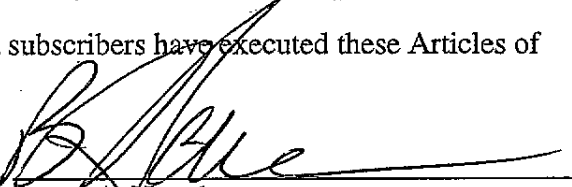
ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE XII - ACTION WITHOUT A MEETING

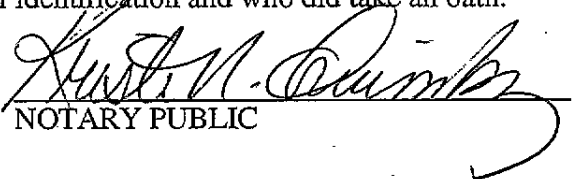
The directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this the 13 day of January, 1998.


Bruce A. Haught
Incorporator

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 13 day of January, 1998, by Bruce A. Haught, who personally appeared before me and is personally known to me or who produced _____ as proof of identification and who did take an oath.


NOTARY PUBLIC



KRISTIN QUIMBY
My Commission CC571186
Expires Jul. 21, 2000

98 JAN 14 PM 2:37

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 and 617.0501, 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 Surfside Properties, Inc.
2. The name and address of the registered agent and office is Bruce A. Haught, 501 Highway 98 E, Suite G, Destin, FL 32541.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position.

Dated this 15th day of January, 1998.

Bruce A. Haught

By: 
Registered Agent