

BLADE & BLADE, P.A.

A Family Law Firm

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P980000009137

August 21, 1997

Corporate Records Bureau
Division of Corporation
Department of State of Florida
P.O. Box 6327
Tallahassee, FL 32301

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-02/03/98--01002--020
*****70.00 *****70.00

Re: NORTH BEACH INN, INC.

Dear Sir,

Enclosed for filing is an original and one (1) copy of the Articles of Incorporation and the Certificate Designating Place of Business and Naming the Resident Agents for the above-captioned. Also enclosed please find my trust account check in the amount of \$70.00 to cover the expenses. Would you kindly send me a copy of these documents when they have been filed.

Thank you for your cooperation.

Very truly yours,



Paul E. Blade

PEB:ash
Enclosures

Dmc
1-29-98

FILED
98 JAN 29 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

NORTH BEACH INN, INC.

FILED

98 JAN 29 AM 10:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN MURIN and TOMAS RUNSTUK, the undersigned, hereby associate NORTH BEACH INN, INC., for the purpose of becoming a corporation for profit under the laws of the State of Florida, and do certify NORTH BEACH INN, INC. has become such corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be: NORTH BEACH INN, INC.

ARTICLE II

The general nature of the business to be transacted and carried on by this corporation and its object and purpose is: To transact any and all lawful business regardless of its nature or description.

ARTICLE III

The maximum number of shares which this corporation shall be authorized to issue and have outstanding at one time shall be limited to One Hundred (100) shares of common stock, Ten Dollars (\$10.00) par value.

The consideration for the issuance of such shares of stock, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the value of the stock to be issued, the same to be fixed and determined by the Board of Directors of this corporation at any meeting of the Board. Whenever any share or shares of stock are issued in consideration of payments to be made in property or in services, the fair and just value of the property to be transferred or the services to be performed or rendered as a consideration for the issuance of said stock, shall be fixed by the Board of Directors of this corporation at any regular meeting of the Board or at any special meeting for which the fixing of that value is one of the purposes for which the meeting is called. The judgment and decision of the Board of Directors pertaining thereto shall be conclusive and binding upon all persons whomsoever in dealing with the corporation and the stockholders thereto. Any and all shares of stock of this corporation shall be issued for the consideration, or for not less than the consideration fixed and determined as aforesaid, whether such consideration be cash, property or services, and any and all shares of this corporation's stock so issued shall be deemed fully paid and non-assessable.

ARTICLE IV

The corporation shall begin business with paid in capital of not less than Five Hundred Dollars (\$500.00).

ARTICLE V

The corporation shall have a perpetual existence.

ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which it already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII

The street address of the initial registered office of this corporation is: 5141 NE 3RD Terrace, Ft. Lauderdale, FL 33334, and the name of the initial registered agent of this corporation is JAN MURIN. It shall have the power to transact business in any other place or places both within or outside the State of Florida and throughout the world.

Meetings of the stockholders and directors of this corporation for any and all purposes, including the annual meeting of stockholders may be held at places other than the principal office of the corporation, within or outside the State of Florida, and the place or places for holding of such meeting may be specified in the By-Laws or by the Board of Directors.

ARTICLE VIII

This corporation shall have two directors initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one. The initial directors of this corporation shall be:

JAN MURIN and TOMAS RUNSTUK, 5141 NE 3RD Terrace, Ft. Lauderdale, FL 33334

ARTICLE IX

The persons signing these Articles of Incorporation are:

JAN MURIN and TOMAS RUNSTUK

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 27 day of January, 1998.


JAN MURIN


TOMAS RUNSTUK

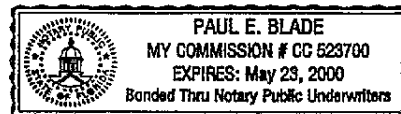
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JAN MURIN and TOMAS RUNSTUK, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County last aforesaid, on this 27 day of January, 1998.


NOTARY PUBLIC

My Commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

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98 JAN 29 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First - - that NORTH BEACH INN, INC. desiring to organize under the laws of the
State of Florida with its principal office, as indicated in the Articles of Incorporation at 5141 NE
3RD Terrace, Ft. Lauderdale, FL 33334, has named JAN MURIN of said address, as its agent to
accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-captioned corporation, at
place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply
with the provision of said Act relative to keeping open said office.


JAN MURIN