



ACCOUNT NO. : 072100000032

REFERENCE : 747055 85280A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 19, 1998

ORDER TIME : 9:46 AM

ORDER NO. : 747055-010

CUSTOMER NO: 85280A

CUSTOMER: Terry V. Hauser, Esq
TERRY V. HAUSER, P.A.

Suite 1000
444 Brickell Avenue
Miami, FL 33131

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-03/19/98--01049--016
****122.50 ****122.50

DOMESTIC FILING

NAME: SAND BEACH COMPANY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 19 PM 1:01

RECEIVED
98 MAR 19 AM 10:45
DIVISION OF CORPORATIONS
3/19/98

EFFECTIVE DATE

3/18/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 19 PM 1:01

**ARTICLES OF INCORPORATION
OF
SAND BEACH COMPANY, INC.**

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles of Incorporation to the Secretary of State of the State of Florida for the formation of a Corporation under the laws of the State of Florida.

ARTICLE I.

The name of the corporation is:

SAND BEACH COMPANY, INC.

ARTICLE II.

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 7,500 shares of \$1.00 (One Dollar) par value common stock.

ARTICLE III.

- A. This Corporation is to exist perpetually.
- B. The corporate existence of this Corporation shall commence on the date these Articles are executed.

ARTICLE IV.

The name of the initial registered agent and the street address of the initial registered office are as follows:

Registered Agent

Address of Registered Office

Terry V. Hauser

Suite 1000
444 Brickell Avenue
Miami, Florida 33131.

ARTICLE V.

The name and post office address of the incorporator of these Articles of Incorporation is:

Registered Agent

Address of Registered Office

Terry V. Hauser

444 Brickell Avenue, Suite 1000
Miami, Florida 33131.

ARTICLE VI.

The initial By-Laws shall be adopted by the Corporation's first Board of Directors. Thereafter, the power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and the directors of the Corporation in the manner set forth in the By-Laws.

ARTICLE VII.

The Corporation shall have one (1) directors initially. Thereafter, the number of directors may be increased or decreased in the manner set forth in the By-Laws, but in no event shall there be fewer than one director, nor more than five (5) directors.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 19 PM 1:01

ARTICLE VIII.

The initial principal office and mailing address of the Corporation shall be as follows:

Principal Office

c/o Terry V. Hauser, P.A.
444 Brickell Avenue, Suite 1000
Miami, Florida 33131.

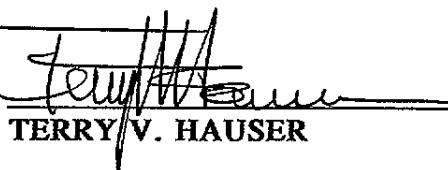
Mailing Address

c/o Terry V. Hauser, P.A.
444 Brickell Avenue, Suite 1000
Miami, Florida 33131.

ARTICLE IX.

The Corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

IN WITNESS WHEREOF, the incorporator has hereunto executed these Articles of Incorporation effective this 18th day of March, 1998, at Miami, Florida.

 [SEAL]
TERRY V. HAUSER

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES.

 3/18/98
TERRY V. HAUSER Date