

P98000051538

LAW OFFICES
DUNCAN & TARDIF, P. A.

FOXWORTHY PROFESSIONAL BUILDING
SUITE 101, 1601 JACKSON STREET
POST OFFICE BOX 249
FORT MYERS, FLORIDA 33902-0249

GORDON R. DUNCAN
ROBERT E. TARDIF JR.
ANDREW S. EPSTEIN

TELEPHONE (941) 334-4574
FAX (941) 334-3378

June 5, 1998

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Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Reached the Beach, Inc. Articles of Incorporation
Ref. Number W98000010947

Ms. Doris McDuffie,

We are responding to your letter number 998A00030945 dated June 2, 1998. We have complied with your request and request the enclosed document be filed. If you have any questions, please feel free to call me.

Very truly yours,


Gordon R. Duncan

/dms

Enc.

EFFECTIVE DATE
4-27-98

FILED
98 MAY -4 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DMC
6/9/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 14, 1998

DUNCAN & TARDIF, P.A.
P.O. BOX 249
FORT MYERS, FL 33902-0249

SUBJECT: REACHED THE BEACH, INC.
Ref. Number: W98000010947

We have received your document for REACHED THE BEACH, INC. and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

Your check is being returned as it is not payable to this office. Please make your check payable to the Secretary of State and return it in order to complete your filing.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 198A00026809



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 2, 1998

DUNCAN & TARDIF, P.A.
P.O. BOX 249
FORT MYERS, FL 33902-0249

SUBJECT: REACHED THE BEACH, INC.
Ref. Number: W98000010947

We have received your document for REACHED THE BEACH, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 998A00030945

FILED

98 MAY -4 PM 2:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

REACHED THE BEACH, INC.

EFFECTIVE DATE

4-27-98

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name: The name of the corporation is: Reached the Beach, Inc.

ARTICLE II

Duration: The duration of the corporation is perpetual.

ARTICLE III

Purpose: The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV

Capital Stock: The aggregate number of shares which the corporation is authorized to issue is 10,000 shares of common

stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V

Initial Principal Office and Registered Agent: The street address of the initial Principal Office of the corporation is 435 Dockside Drive, Unit 1002, Naples, FL 34110. The name and address of the initial Registered Agent is Brian A. Owens, 435 Dockside Drive, Unit 1002, Naples, FL 34110.

ARTICLE VI

Initial Board of Directors: The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the By Laws but shall never be less than one. The names and addresses of the initial Directors of the corporation are as follows:

Brian A. Owens	James R. Owens, Sr.
435 Dockside Drive	435 Dockside Drive
Unit 1002	Unit 1002
Naples, FL 34110	Naples, FL 34110

ARTICLE VII

Incorporators: The name and address of each Incorporator is as follows:

Brian A. Owens
435 Dockside Drive, Unit 1002
Naples, FL 34110

ARTICLE VIII

Commencement of Corporate Existence: In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Article of Incorporation.

ARTICLE IX

Preemptive Rights: Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of the following:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

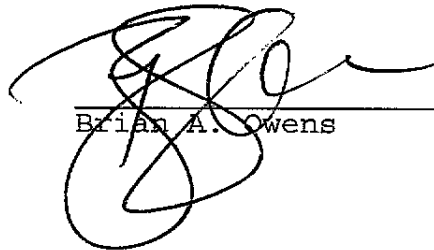
B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

ARTICLE X

Amendment: The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation on this 27 day of April, 1998.



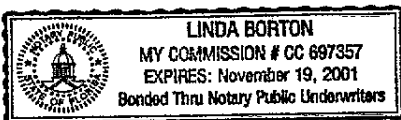
Brian A. Owens

STATE OF FLORIDA

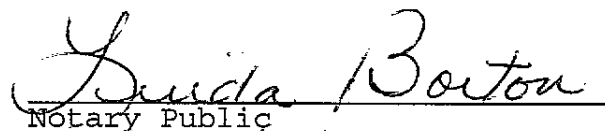
COUNTY OF LEE

BEFORE ME personally appeared Brian A. Owens, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 27TH day of April, 1998.



My commission expires:



Notary Public

(NOTARY'S SEAL)

FILED

98 MAY -4 PM 2:12

ACCEPTANCE OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Brian A. Owens, hereby accepts appointment as Registered Agent for Reach the Beach, Inc., a Florida Corporation.

The undersigned is familiar with and accepts the obligations of the position of Registered Agent as set forth in Chapter 607, Florida Statutes.

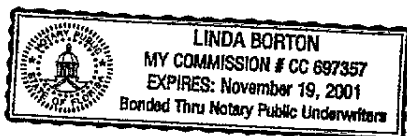
IN WITNESS WHEREOF, the undersigned, has signed this Acceptance of Registered Agent on this 27 day of April, 1998.


Brian A. Owens


STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME personally appeared Brian A. Owens, to me well known and known to me to be the person described in and who executed the foregoing Acceptance of Registered Agent and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 27TH day of April, 1998.



My commission expires:


Notary Public

(NOTARY'S SEAL)