



ACCOUNT NO. : 072100000032

REFERENCE : 870032... 81444A

AUTHORIZATION :

COST LIMIT : \$9PD

ORDER DATE : June 25, 1998

ORDER TIME : 11:27 AM

ORDER NO. : 870032-005

CUSTOMER NO: 81444A

CUSTOMER: Ms. Leigh Flood
PATTERSON BOND & LATSHAW, P.A.

Suite A
3010 S. Third Street
Jacksonville, FL 32250

400002572624--7
-06/25/98--01070--015
****122.50 ****122.50

DOMESTIC FILING

NAME: THE BEACHES GROUP, 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: Cassandra Bryant

EXAMINER'S INITIALS:

g 6/25/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 25 PM 3:13

RECEIVED
98 JUN 25 PM 1:43
DIVISION OF CORPORATION

EFFECTIVE DATE

6/24/98

**ARTICLES OF INCORPORATION
OF
THE BEACHES GROUP, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 25 PM 3:13

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I: Corporate Name. The name of the corporation is THE BEACHES GROUP, INC.

ARTICLE II: Corporate Existence. The corporation shall exist for perpetuity commencing as of the execution of these Articles.

ARTICLE III: Corporate Purpose. The corporation is organized for the purpose of any and all lawful business allowed under the State of Florida or the United States of America.

ARTICLE IV: Authorized Stock. The corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 each.

ARTICLE V: Initial Registered Office and Agent. The street address of the initial registered officer of the corporation is 3010 South Third Street, Jacksonville Beach, Florida 32250, with a mailing address of the same, and the name of the initial registered agent at that address of this corporation is C. Guy Bond, Esquire.

ARTICLE VI: Principal Place of Business. The principal place of business of this corporation shall be: 2294 Mayport Road, Suite 25-C, Atlantic Beach, Florida 32233.

ARTICLE VII: Initial Board of Directors. This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are:

Gregory M. Hewitt
911 Timberwalk Court
Ponte Vedra Beach, FL 32082

H. Alan Dasher
911 Timberwalk Court
Ponte Vedra Beach, FL 32082

ARTICLE VIII: Incorporator. The name and address of the person signing these Articles is C. Guy Bond, 3010 South Third Street, Jacksonville Beach, Florida 32250.

ARTICLE IX: Power to Amend. The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X: Corporate Reservations. The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of June, 1998.

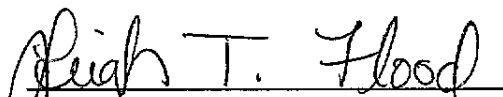


C. Guy Bond

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared C. Guy Bond, to me personally known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to me that he executed said Articles freely and voluntarily and for the purposes expressed therein.

WITNESS my hand and seal this 24th day of June, 1998.


Notary Public, State of Florida

HAVING BEEN NAMED to accept service of process for The Beaches Group, Inc. at the place designated in the Articles of Incorporation, I **HEREBY AGREE TO ACT** in this capacity and agree to comply with the provisions of all statutes relating to the property in complete performance of my duties.

DATED this 24th day of June, 1998.



C. Guy Bond