

# Musco & Company, P.A.

Certified Public Accountants

Florida  
\*New York

(941) 366-8711 Fax (941) 365-1690  
800-664-7555

August 31, 1998

Florida Secretary of State  
New Filings  
P.O. Box 6327  
Tallahassee, FL 32314

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-09/04/98--01113--009  
\*\*\*\*122.50 \*\*\*\*122.50

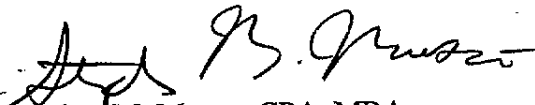
Please find enclosed Articles of Incorporation for Beaches Limited, Inc. a new Florida corporation. Also enclosed is the filing fee needed for a certified copy, totaling \$122.50.

The certified copy of the Articles and any correspondence are to be sent to:

Stephen M. Musco  
Musco & Company, P.A.  
1549 Ringling Boulevard  
Suite 602  
Sarasota, FL 34236

941-366-8711

Sincerely,

  
Stephen M. Musco, CPA, MBA  
Registered Agent

FILED  
98 SEP -4 AM 9:04  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Stephen Musco GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Cory Rome  
DATE 9-11-98  
DOC EXAM CB

1549 Ringling Boulevard Suite 602, Sarasota, Florida 34236

\*Correspondent firm: Rogers & Co., Mineola, New York 800-EXEMPT-5

CB  
9-11-98  
4

ARTICLES OF INCORPORATION

OF

BEACHES LIMITED, INC.

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

ARTICLE I - NAME

The name of this Corporation is: BEACHES LIMITED, INC.

ARTICLE II - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$0.001 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business for this Corporation shall be: 3607 East Bay Drive, #104, Holmes Beach, FL 34217.

The mailing address for this Corporation shall be: 1549 Ringling Boulevard, Suite 602, Sarasota, FL 34236.

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TALLAHASSEE, FLORIDA

#### ARTICLE VI -INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 1549 Ringling Boulevard, Suite 602, Sarasota, FL 34236, and the registered agent at such office is Stephen M. Musco.

#### ARTICLE VII - DIRECTORS

This Corporation shall have 1 Director initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors are:

Dawn Baker

3607 East Bay Drive, #104  
Holmes Beach, FL 34217

#### ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - INCORPORATOR

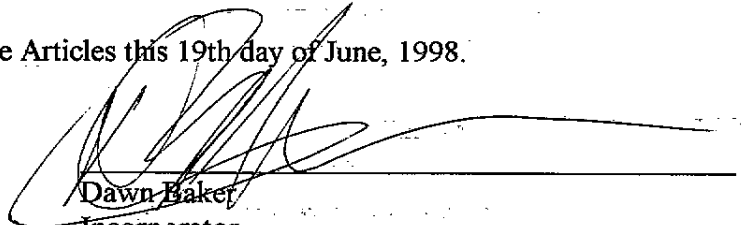
The name and street address of each incorporator to these Articles of Incorporation are:

Dawn Baker

3607 East Bay Drive, #104  
Holmes Beach, FL 34217

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TALLAHASSEE, FLORIDA

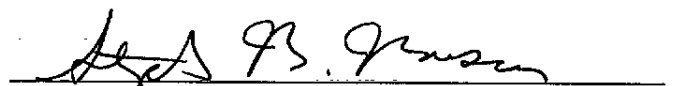
The Undersigned has executed these Articles this 19th day of June, 1998.

  
Dawn Baker  
Incorporator

Having been named as Registered Agent and to accept service of process for BEACHES LIMITED, INC.  
AT the place designated in the Articles, 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 relating  
to the proper and complete performance of my duties, and I am familiar with and accept the  
obligations of my position as Registered Agent.

Date

8/31/98

  
Stephen M. Musco  
Registered Agent