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Michael T. Hand
F. Brandon Chapman

January 7, 1999

Chief, Bureau of Corporate Records
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Re: Blue Mountain Beach Properties, Inc.

Dear Madam or Sir:

500002736905--2
-01/11/99-01123-007
****122.50 *****78.75

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above referenced corporation, together with our check in the amount of \$122.50 which represents the following fees:

Filing Fee	\$ 35.00
Certificate of Registered Agent	35.00
Certified copy of Charter	<u>52.50</u>
	\$ 122.50

Upon acceptance of the charter and filing thereof by your office, please provide my office with a certified copy of the Charter and charter number.

Thank you for your assistance in this matter. Should you have any questions, please contact our office at your earliest convenience.

Sincerely yours,


Michael T. Hand

MTH:ms
Enclosure

FILED
99 JAN 11 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JAN 14 1999

**ARTICLES OF INCORPORATION
OF
BLUE MOUNTAIN BEACH PROPERTIES, INC.**

FILED
99 JAN 11 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

Name

The name of this corporation is Blue Mountain Beach Properties, Inc.

ARTICLE II

Term of Existence

This corporation shall commence on the date of the filing of these Articles with the Secretary of State and shall have perpetual existence.

ARTICLE III

Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

Capital Structure

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Seventy Five Hundred (7,500) shares of common stock, having a par value of One (\$1.00) Dollar per share.

ARTICLE V

Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be Joe Hrvatin whose address is 14017 Cascade Lane, Tampa, Florida 33618. The principal registered address of the corporation is 9576 Oakhurst Road, Seminole, Florida 33776.

ARTICLE VI

Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than eight (8). Except for the number constituting the initial Board of Directors, the number of the directors shall be decided by resolution of the shareholders.

ARTICLE VII

Initial Board of Directors

The name and street address of each member of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until a successor is elected and qualified, or until resignation, removal from office or death:

<u>Name</u>	<u>Street Address</u>
Tarey Franxman	9576 Oakhurst Road Seminole, FL 33776
Joe Hrvatin	14017 Cascade Lane Tampa, FL 33618
Ricky Funchess	2309 West Texas Avenue #104 Tampa, FL 33629
Tony Naughton	1303 4 th Avenue Springlake, NJ 07762

Dave Naughton	1303 4 th Avenue Springlake, NJ 07762
Clark Harju	9050 Markville Road Dallas, Texas 75243
Jeff Mills	1615 Park Road Ft. Wright, KY 41011
Greg Johnson	3010 Hunters Run Gardendale, AL 35071
Larry Johnson	3010 Hunters Run Gardendale, AL 35071

ARTICLE VIII

Incorporator

The name and street address of each Incorporator is:

<u>Name</u>	<u>Street Address</u>
Tarey Franxman	9576 Oakhurst Road Seminole, FL 33776

ARTICLE IX

Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

ARTICLE X

Indemnification

The corporation shall indemnify any officer or director, or any former director, to the full extent permitted by law.

Having been named to accept service of process for the above named Corporation, at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and keeping the designated office open.



Joe Hrvatin
Registered Agent

FILED

99 JAN 11 AM 9:21


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XI

Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting provided at least ten (10) days written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

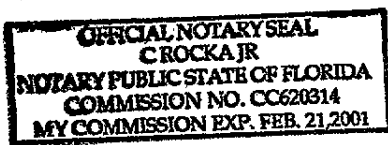
IN WITNESS WHEREOF, the Incorporator executed these Articles of Incorporation this 28 day of December, 1998.

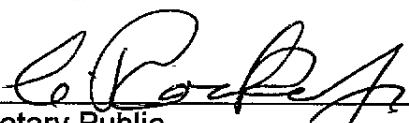

Tarey Franxman

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority duly authorized to take acknowledgments and administer oaths, personally appeared Tarey Franxman, who, is personally known to me or who has produced _____ as identification, and who acknowledged before me that he executed same for the purposes therein expressed.

WITNESS MY HAND AND SEAL this 28 day of December, 1998.




Notary Public
C. ROCKA JR.
Typed Name of Notary Public
Commission Number
My Commission Expires: