

HENRY LAWRENCE PERRY, P.A.
PO BOX 27334
PANAMA CITY, FL 32411-7334
(850) 230-6347

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-01/27/99--01027--009
****122.50 *****78.75

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: BEACHSIDE INTERIORS, INC.

Dear Sir/Madam:

Enclosed is the original and one copy of Articles of Incorporation for the above-named Florida corporation. Also enclosed is a check in the amount of \$122.50 representing payment for the filing of this document.

Thank you for your anticipated cooperation and assistance.

Very truly yours,

[Signature]
Henry Lawrence Perry

HLP/pp

Enclosures

FILED
99 JAN 27 PM 4:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

[Signature]

**ARTICLES OF INCORPORATION
OF
BEACHSIDE INTERIORS, INC.**

The undersigned subscriber to these Articles of Incorporation hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is BEACHSIDE INTERIORS, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of business to be conducted by this corporation shall be the sale of consumer goods; however, the corporation shall also have power to do all things that now are or may hereafter be allowed to corporations by the laws of Florida and by the laws of the United States of America.

ARTICLE III - DURATION

This corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred shares of common stock, each share having the par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 432 McKenzie Avenue, Panama City, FL 32401, and the name of the initial registered agent of this corporation at that address is Larry Perry.

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders but shall never be less than one.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLE VII - INITIAL DIRECTORS

The names of the initial directors of this corporation and the initial directors' street address are:

Pam Perry
1005 Barracuda Drive
Panama City, FL 32408

Kay Churchwell
908 Sea Robin Lane
Panama City, FL 32408

The persons named as initial directors shall hold office for the first year of existence of this corporation or until a successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII - INCORPORATORS

The names and address of the persons signing these Articles are: Pam Perry, PO Box 27334, Panama City, FL 32411, Kay Churchwell, PO Box 27459, Panama City, FL 32411.

ARTICLE IX - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed

the foregoing Articles of Incorporation on the 22nd day of Jan.,
1999.

Pam Perry
PAM PERRY,
Incorporator

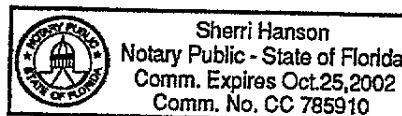
STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, personally appeared PAM PERRY, well known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last named above this 22nd day of January, 1999.

Sherri Hanson
NOTARY PUBLIC

My Commission Expires:



Kay Churchwell
KAY CHURCHWELL,
Incorporator

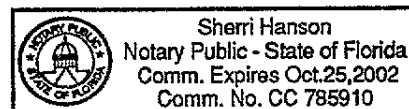
STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, personally appeared KAY CHURCHWELL well known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last named above this 22nd day of January, 1999.

Sherri Hanson
NOTARY PUBLIC

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED FOR BEACHSIDE INTERIORS, INC.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That BEACHSIDE INTERIORS, INC., desiring to organize and qualify under the laws of the State of Florida, with its principle place of business at 7103 Highway 98 West, Panama City Beach, Florida 32407, has named Larry Perry located at 432 McKenzie Avenue, Panama City, Florida 32401, as its agent to accept service of process within Florida.

Dated this 22nd day of Jan., 1999.

Pam Perry
PAM PERRY

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT
OF BEACHSIDE INTERIORS, INC.**

The undersigned, having been named to accept service of process for the above-named corporation, at 432 McKenzie Avenue, Panama City, Florida 32401, agrees to act in this capacity and agrees to comply with the provisions of Florida Law relative to keeping the designated office open.

Dated this 20th day of January, 1999.


LARRY PERRY

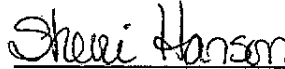
STATE OF FLORIDA

COUNTY OF BAY

The foregoing instrument was acknowledged before me this _____
of January, 1999.

99 JAN 27 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED


NOTARY PUBLIC

My Commission Expires:

