

P99000013294

William R. Blackard, Jr.

Attorney and Counsellor at Law

Suite 1330

200 W. Forsyth Street

Jacksonville, Florida 32202

Board Certified in Taxation
Corporation and Business Law
Board Certified in Estate Planning and Probate

904 / 354-4400
Fax 904 / 354-5552

February 3, 1999

000002768450--5

-02/08/99-01171-011

****122.50 *****78.75

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

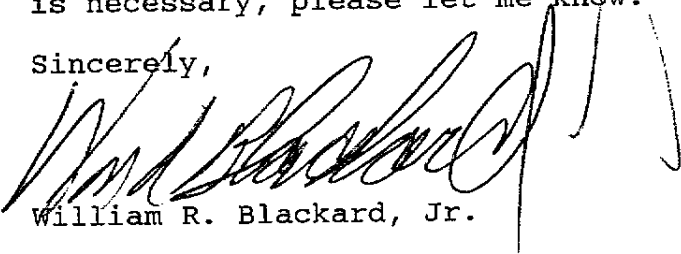
Re: ALL BEACHES SERVICES, INC.

Gentlemen:

Please find enclosed for filing the Articles of Incorporation for ALL BEACHES SERVICES, INC., a proposed Florida corporation. A copy of the Articles is also enclosed, and you are requested to return it to this office as a certified copy after filing. Our check in the amount of \$122.50 is enclosed to cover the usual fees.

Thank you for your assistance, and if any further action is necessary, please let me know.

Sincerely,


William R. Blackard, Jr.

WRBJr.:rd

Enclosures

NEW ADDRESS CHANGE:

William R. Blackard, Jr.
Attorney at Law
Suite 800
121 W. Forsyth Street
Jacksonville, Florida 32202

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99FEB-8 PM 4:59

2-10
WJ

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -8 PM 4:59

**ARTICLES OF INCORPORATION
OF**

ALL BEACHES SERVICES, INC.

I, the undersigned, desiring to form a corporation under the laws of the State of Florida declare and certify as follows:

ARTICLE I

The name of this corporation is:

ALL BEACHES SERVICES, INC.

ARTICLE II

The duration of this corporation shall be perpetual unless sooner terminated. The corporation shall be deemed to commence on the date of execution and at the time of acknowledgment of these Articles.

ARTICLE III

This corporation is organized for the purposes of: purchasing, taking, receiving or otherwise acquiring and owning, improving, using, operating, and holding for

investment and income producing purposes, real or personal property, improved or unimproved, including interests therein; selling, conveying, mortgaging, pledging, leasing, exchanging, transferring, or otherwise disposing of the same; and transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act as in effect at the date of commencement hereof and as amended thereafter.

ARTICLE IV

(a) This corporation is authorized to issue 100,000 shares of capital stock of the par value of \$1.00 per share all of which shall be of the same class and shall be designated common stock.

(b) The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) In the event of voluntary or involuntary liquidation, dissolution, or winding up of the corporation, the holders of record of the common stock

shall be entitled to receive distribution ratably of the remaining assets of the corporation.

(d) Each share of common stock shall have equal and full voting rights and powers, and the holders of record thereof shall be entitled to one vote for each share so held. For the purposes of meetings of shareholders, the number of shares required to constitute a quorum shall be a majority of the shares entitled to vote.

ARTICLE V

The street address of this corporation's initial registered office is Suite 800, 121 Forsyth Street, Jacksonville, Florida 32202, and the name of this corporation's initial registered agent at that address is WILLIAM R. BLACKARD, JR.

ARTICLE VI

The street address of this corporation's principal office is:

500 Orchid Street
Atlantic Beach, Florida 32233

ARTICLE VII

This corporation shall have two directors initially. The number of directors may be increased or decreased from time to time in accordance with provisions set forth in the By-Laws but shall never be less than one nor more than five. The names and addresses of the initial directors of this corporation are:

Adam Vogel
210B Cherry Street
Neptune Beach, Florida 32233

Bret A. Creech
11921 Little Creek Lane
Jacksonville, Florida 32223.

ARTICLE VIII

The names of the officers who are to serve until their successors are elected and qualified are:

President	Adam Vogel
Secretary	Adam Vogel
Treasurer	Adam Vogel

ARTICLE IX

The name and address of the incorporator is: WILLIAM R. BLACKARD, JR., Suite 800, 121 W. Forsyth Street, Jacksonville, Florida 32202.

ARTICLE X

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE XI

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

ARTICLE XII

Any action of the Shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes thereon were present and voted. Notice of any such action so taken shall be given within ten (10) days of the date of such action to those Shareholders entitled to vote thereon who did not give their consent in writing.

ARTICLE XIII

If all, or any, of the Shareholders or Subscribers to the stock of the Corporation shall enter into any agreement between themselves or with the Corporation or

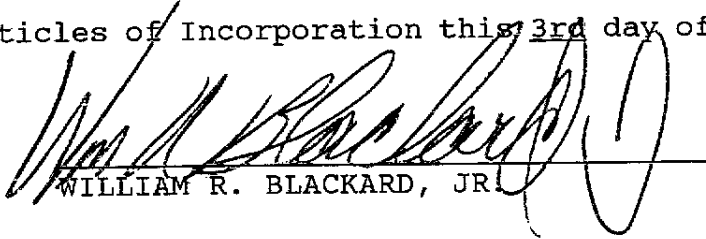
third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the Shareholders or Subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the Corporation, any or all of the stock of the Corporation held by them, and if a copy of the agreement is filed with the Corporation, all certificates of shares, subject to such agreement or restriction, shall have a reference thereto endorsed thereon by an officer of the Corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee or other fiduciary, may be voted, in person or by proxy, and without proof of authority.

ARTICLE XIV

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or any amendment thereto and all rights conferred upon shareholders and the Board of

Directors in these Articles or any amendment is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of February, 1999.


WILLIAM R. BLACKARD, JR.

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 3rd day of February, 1999, by William R. Blackard, Jr., who is personally known to me and who did take an oath.

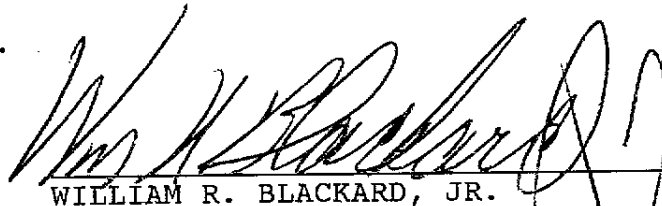

NOTARY PUBLIC



Ruth M. Dominic
MY COMMISSION # CC796476 EXPIRES
December 10, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, William R. Blackard, Jr., hereby accept the appointment of Registered Agent for All Beaches Services, Inc. with my office at the corporation's registered office.


WILLIAM R. BLACKARD, JR.