

FROM :

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Mar. 05 1999 04:26PM P1

Division of Corporations

Page 1 of 1

EFFECTIVE DATE

3-1-99

Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

Steel Beach International, Inc.

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FROM :

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Mar. 05 1999 04:27PM P2

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ARTICLES OF INCORPORATION

OF

EFFECTIVE DATE

Steel Beach International, Inc.

3-1-99

The undersigned, acting as the incorporator of a corporation under the Florida General Corporation Act, adopted the following Articles of Incorporation for such corporation:

ARTICLE I

NAME/PRINCIPAL OFFICE/MAILING ADDRESS:

The name of the corporation is:

Steel Beach International, Inc.

Start date: March 1, 1999

The principal office and mailing address is:

8301 Cypress Plaza Drive , Suite 100

Jacksonville, Florida 32256

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ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT:

The street address of the initial registered office is:

8301 Cypress Plaza Drive

Suite 100

Jacksonville, Florida 32256

and the name of the initial registered agent is:

Robert L. Kenny

Jeffrey M. Jacobs, CPA, P.A.
11018-112 Old St Augustine Rd.
Jacksonville, FL 32257
(904) 260-0483

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ARTICLES OF INCORPORATION**OF****Steel Beach International, Inc.****ARTICLE III*****DURATION:***

The Corporation shall have perpetual existence.

ARTICLE IV***PURPOSE:***

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be now or hereafter organized under the laws of the State of Florida.

ARTICLE V***CAPITAL STOCK:***

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than seventy-five (75) persons. Stock will be issued and transferred only to: (1) natural persons, (2) estates, or (3) a trust as described in Title 26, United States Code, Section 1371, defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien. The corporation is authorized to issue only one class of stock. The total number of shares authorized shall be one thousand (1000) with a par value of \$1.00.

ARTICLES OF INCORPORATION**OF****Steel Beach International, Inc.****ARTICLE VI*****BOARD OF DIRECTORS:***

The initial board of directors shall consist of two members. Their names and mailing addresses, as well as, the positions they hold are as follows:

Name: Robert L. Kenny

Chairperson

Address: 8301 Cypress Plaza Drive
Suite 100
Jacksonville, Florida 32256

Name: Michael Gillies

Director

Address: 13244 Pleasant Glenn Court
Oak Hill, Virginia 20171

OFFICERS:

The initial officers of the corporation shall consist of two people. Their names and mailing addresses, as well as, the positions they hold are as follows:

Name: Robert L. Kenny

Chief Executive Officer

Address: 8301 Cypress Plaza Drive
Suite 100
Jacksonville, Florida 32256

Name: Michael Gillies

President/Secretary

Address: 13244 Pleasant Glenn Court
Oak Hill, Virginia 20171

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**ARTICLES OF INCORPORATION
OF**

Steel Beach International, Inc.

ARTICLES VII

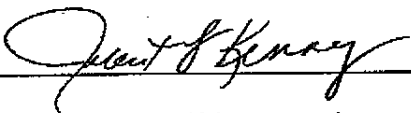
INCORPORATOR:

The name and address of the incorporator is:

Name: Robert L. Kenny

Address: 8301 Cypress Plaza Drive
Suite 100
Jacksonville, Florida 32256

The undersigned being the sole incorporator above named signs and acknowledges these Articles of Incorporation at Jacksonville, Florida on the 4th day of March, 1999.


Incorporator (Signature)

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ARTICLES OF INCORPORATION

OF

Steel Beach International, Inc.

STATE OF FLORIDA

COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared
Robert L. Kenny

Who is to me well known to be the person described in and who subscribed the
above Articles of Incorporation, and he did freely and voluntarily acknowledge
before me according to law that he made and subscribed the same for the uses
and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at
Jacksonville in said County and State this 4th day of March, 1999.

Diane H. DeWolfe

Notary Public

STATE OF FLORIDA



Personally Known

or

Produced Identification

Type of ID produced: Fl. Drivers License

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FROM :

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ARTICLES OF INCORPORATION

OF

Steel Beach International, Inc.

***ACCEPTANCE OF REGISTERED AGENT APPOINTMENT
BY INCORPORATOR AS SET FORTH IN ARTICLE II***

First - That Steel Beach International, Inc. , desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Jacksonville, State of Florida, has named Robert L. Kenny, located at 8301 Cypress Plaza Drive, in the City of Jacksonville, State of Florida, 32256, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

Signature



(Registered Agent)

(Incorporator & Corporate Officer)

Date

3-4-99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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