

999000057490

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

H2W, Inc

800002913118--4

-06/23/99--01049--005

157.50 **78.75

EFFECTIVE DATE

06-22-99

2 Filings
RECEIVED
99 JUN 23 PM 10:48

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

✓ Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

✓ Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

FILED
1999 JUN 24 PM 3:36
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 23, 1999

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST.
STE. 1
TALLAHASSEE, FL 32301

SUBJECT: H2W, INC.
Ref. Number: W99000014661

We have received your document for H2W, INC. and your check(s) totaling \$157.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 499A00033486

RECEIVED
99 JUN 24 PM 3:22
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Corrected

FILED

1999 JUN 24 PM 3: 36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

BEACH H2W, INC.

I, the undersigned, for the purposes of becoming a corporation under the Laws of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporations for profit, file these Articles of Incorporation.

ARTICLE I

The name of the corporation is:

BEACH H2W, INC.

EFFECTIVE DATE

06-22-99

ARTICLE II

The general nature of the business or business to be transacted is as follows:

Section 1: To buy, sell, mortgage, lease, encumber, alienate, or otherwise deal in real property and to construct thereon, cause to be constructed thereon, or otherwise improve real property or personal property, including the doing of any and all business and contracting incidental thereto or connected therewith; and doing and performing any and all acts or things necessary, proper or convenient for or incidental to furtherance or the carrying out of the powers and purposes herein mentioned.

Section 2: To engage in any commercial or industrial enterprise, calculated or designed to be profitable to this corporation and in conformity with the Laws of the State of Florida.

Section 3: To generally engage in, do and perform any enterprise, act or vocation that a natural person might do or perform.

Section 4: To engage in and carry on any business or businesses and every act or deed pertaining thereto, either directly or indirectly, which is not prohibited by the Laws of the State of Florida, or in any other State in the United States or in any other foreign country. To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in this state or throughout the United States, and elsewhere. ...

ARTICLE III

The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE IV

Any unissued stock or such additional authorized issue of new stock or of other securities convertible into stock may be issued and disposed of pursuant to resolution of the Board of Directors to such other persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of their discretion.

ARTICLE V

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be 100 shares at FIVE (\$5.00) DOLLARS par value, unless duly changed in accordance with the Laws of the State of Florida. It is the intention of this corporation that the stock issued shall qualify as "Section 1244 ", as such term is defined in the Internal Revenue Code and the regulations issued thereunder.

ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

The street address of the initial registered office of this corporation in the State of Florida is:

H2W, INC.
C/o Eugene J. Howard
1111 Lincoln Road #800
Miami Beach, Florida 33139

and the name of the initial registered agent of this corporation is
EUGENE J. HOWARD, Esquire.

The street address of the principal place of business of the corporation and the mailing address of the corporation is:

H2W, INC.
C/o Eugene J. Howard
1111 Lincoln Road #800
Miami Beach, Florida 33139

The corporation may have such other places of business both within and without the State of Florida, and in foreign countries, as may be necessary and convenient.

ARTICLE VIII

This corporation shall exist perpetually.

ARTICLE IX

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE X

The name and street address of the first Board of Directors until the organization meeting of this corporation, and until their successors are elected and have qualified, are:

H2W, INC.
C/o Eugene J. Howard
1111 Lincoln Road #800
Miami Beach, FL 33139

ARTICLE XI.

The name and street address of the subscriber of the Articles of Incorporation is:

Eugene J. Howard, President & Director
H2W, INC.
c/o Eugene J. Howard
1111 Lincoln Road #800
Miami Beach FL 33139

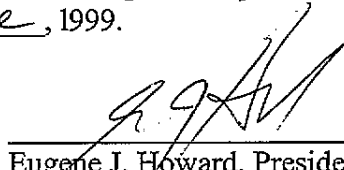
ARTICLE XII

These 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 stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE XIII

In accordance with F.S. 607.167, the date of corporation existence of this corporation shall be the date of subscription and acknowledgement of these Articles of Incorporation provided these Articles of Incorporation are filed by the Department of State within five(5) days, exclusive of legal holidays, after such date. Otherwise, the date of corporate existence shall be upon the filing of these Articles of Incorporation by the Department of State.

IN WITNESS WHEREOF, I, the undersigned, being the subscribing incorporator have hereunto set my hand and seal for the purpose of forming this corporation under the Laws of the State of Florida, this 22 day of June, 1999.


Eugene J. Howard, President &
Director

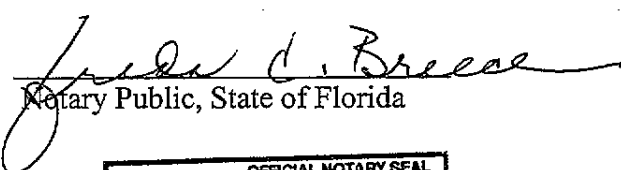
STATE OF FLORIDA)

Ss:

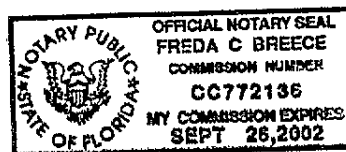
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared EUGENE J. HOWARD before me, and he executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

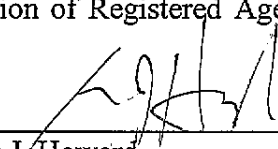
WITNESS my hand and official seal in the County and State named above, this 22 day of June, 1999.


Notary Public, State of Florida

My Commission Expires:



THE UNDERSIGNED hereby accepts the designation of Registered Agent and hereby agrees to comply with all pertinent Statutes.



Eugene J. Howard,
As Registered Agent.

FILED

1999 JUN 24 PM 3:37

SECRETARY, J. C. SMITH
TALLAHASSEE, FLORIDA