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MARSHALL E. WOOD, P.A.

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303 CENTRE STREET
FERNANDINA BEACH, FLORIDA 32034

MARSHALL E. WOOD

904/277-4666

FAX # 904/277-6611

July 12, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: BEACHSIDE 446, INC.

000002930950--7

-07/14/99--01059--007

*****70.00 *****70.00

Dear Sirs:

Enclosed please find the original Articles of Incorporation of BEACHSIDE 446, INC. for filing pursuant to Florida Statutes Section 607.0120.

Also enclosed is my firm's check in the amount of \$70.00 representing the filing fee of \$35.00 and the registered agent fee of \$35.00.

Please file the Articles of Incorporation and forward your letter of receipt to me at your earliest convenience.

Thank you for your assistance in this matter.

Sincerely,

Marshall E. Wood

Marshall E. Wood

Enclosures

FILED
99 JUL 14 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JUL 21 1999

ARTICLES OF INCORPORATION
OF

BEACHSIDE 446, INC.

FILED
99 JUL 14 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator under the provisions of the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is:

BEACHSIDE 446, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation is being organized for the transaction of any and all lawful business permitted under the Florida Business Corporation Act and the laws of the United States.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue is One Thousand (1,000) shares with a par value of ONE DOLLAR (\$1.00) each. All of the shares are of one class only.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial post office address of the principal office of this corporation is: Unit 446, Beachside Condominium, Beach Wood Road, Amelia Island, FL 32034. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have two directors 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 (1).

ARTICLE VII. INITIAL DIRECTORS

The name and post office address of the initial directors, who shall hold office for the first year of corporate existence or until their successors are elected or appointed and have qualified are:

<u>DIRECTOR</u>	<u>ADDRESS</u>
WILLIAM C. MARINER	446 Beach Wood Road Amelia Island, FL 32034
SUSAN S. MARINER	446 Beach Wood Road Amelia Islnad, FL 32034

ARTICLE VIII. INCORPORATOR

The name and post office address of the incorporator of this corporation is: MARSHALL E. WOOD, ESQ., 303 Centre Street, Suite 100, Fernandina Beach, FL 32034.

ARTICLE IX. OFFICERS

The names and post office addresses of the officers who shall hold office for the first year of corporate existence or until their successors are elected or appointed are:

NAME

OFFICE

WILLIAM C. MARINER
446 Beach Wood Road
Amelia Island, FL 32034

President

SUSAN S. MARINER
446 Beach Wood Road
Amelia Island, FL 32034

Vice President, Secretary-
Treasurer

ARTICLE X. REGISTERED AGENT


The name and address of the initial registered agent of this corporation is: MARSHALL E. WOOD, ESQ., 303 Centre Street, Suite 100, Fernandina Beach, FL 32034.

ARTICLE XI. AMENDMENTS

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 stockholders' meeting by a majority of the issued and outstanding stock entitled to vote thereon, unless all the Directors and all

the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made. Each and every action required to be voted upon and thereby approved by the stockholders shall be approved by a majority vote of the stockholders.

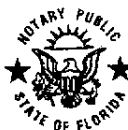
EXECUTED this 12th day of July, 1999.


MARSHALL E. WOOD, INCORPORATOR

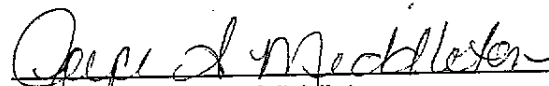
STATE OF FLORIDA

COUNTY OF NASSAU

The foregoing instrument was acknowledged before me this 12th day of July, 1999, by MARSHALL E. WOOD, who is personally known to me or who presented personally known as identification and who did take an oath.



JOYCE A MIDDLETON
My Commission CC463491
Expires Aug. 19, 1999
Bonded by HAI
800-422-1555


Name: Joyce A. Middleton
Notary Public, State of Florida

My Commission Expires:

CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:
BEACHSIDE 446, INC.

2. The name and address if the registered agent and office is:
MARSHALL E. WOOD, ESQUIRE
(Name)
303 Centre Street, Suite 100
(P. O. Box not acceptable)

Fernandina Beach, FL 32034
(City/State/Zip)

Signature Marshall E. Wood
(corporate officer)

Title INCORPORATOR

Date July 12, 1999

99 JUL 14 PM 2:44
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature Marshall E. Wood
MARSHALL E. WOOD, ESQUIRE

Date July 12, 1999

Registered Agent Filing Fee: \$35.00