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John E. Venn, Jr., P.A.

220 W. Garden St., Suite 603, Pensacola, Florida 32501
Telephone (850) 438-0005 • Fax (850) 438-1881

Attorney at Law

9/21/99

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Fl. 32399

EFFECTIVE DATE
9-21-99

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-09/22/99--01071--004
*****131.25 *****87.50

Re: Beach Marina, Inc.

Enclosed are an original and one (1) copy of the articles of incorporation and a check for \$131.25 for the filing fee, designation of resident agent, a certified copy and a certificate.

Sincerely,



John E. Venn, Jr.

cc: Chuck Nicholson
Jerry Andrews

FILED
1999 SEP 22 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/24

FILED

1999 SEP 22 PM 12:34

EFFECTIVE DATE
9-21-99

ARTICLES OF INCORPORATION
OF
BEACH MARINA, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being natural persons, hereby act as incorporators in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is Beach Marina, Inc.

ARTICLE II

The existence of the Corporation shall begin on September 21, 1999.

ARTICLE III

The street address of the principal office of the Corporation is 655 Pensacola Beach Blvd., Pensacola Beach, Florida 32561.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 2,000, par value \$.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 655 Pensacola Beach Blvd., Pensacola Beach, Florida 32561. The initial registered agent for the Corporation at that address is Gerald E. Andrews, Jr.

ARTICLE VI

The initial board of directors shall consist of two (2) members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Name	Address
Charles L. Nicholson	1408 E. Belmont Street Pensacola, FL 32501

Gerald E. Andrews, Jr.

655 Pensacola Beach Blvd.
Pensacola Beach, FL. 32561

ARTICLE VII

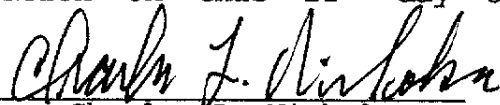
The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
Charles L. Nicholson	1408 E. Belmont Street Pensacola, FL 32501
Gerald E. Andrews, Jr.	655 Pensacola Beach Blvd. Pensacola Beach, FL 32561

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation on this 21st day of September, 1999.



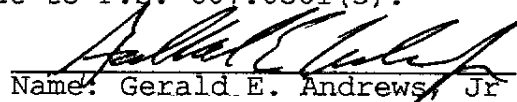
Name: Charles L. Nicholson



Name: Gerald E. Andrews, Jr.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Beach Marina, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



Name: Gerald E. Andrews, Jr.

Date: September 21, 1999

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