

BRUCE ELLIOT EVANS

ATTORNEY AT LAW
190 WEST PALMETTO PARK ROAD
BOCA RATON, FLORIDA 33432

TELEPHONE (561) 338-2992
FACSIMILE (561) 368-6915

BRUCE ELLIOT EVANS
ALSO MEMBER OF NY & CT BAR

OF COUNSEL TO
CHARLES WENDER
ATTORNEY-AT-LAW, CHARTERED

P9900008872/ October 1, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-10/04/99-01098-019
*****78.75 *****78.75

ATTN: New Filing Section

RE: THIRD BEACH, INC.

Dear Sir/Madam:

Enclosed please find an original and copy of the Articles of Incorporation with regard to the above matter along with a check in the amount of \$78.75, made payable to the Secretary of State.

Please return the certified copy to my attention at your earliest convenience.

Very truly yours,

Bruce Elliot Evans

BEE/bjk

Enclosures: As Stipulated

FILED
99 OCT -4 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/07/99

ARTICLES OF INCORPORATION

99 OCT -4 PM 12:22

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIRD BEACH, INC.

The undersigned subscribed to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

THIRD BEACH, INC.

and its initial post office address and its principal office for the conduct of business is:

900 WEST LINTON BOULEVARD, SUITE 102
DELRAY BEACH, FLORIDA 33444

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE II

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

The maximum number of shares of stock of this corporation which it is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock at \$.01 par value. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor, or in services at a just valuation to be fixed by the stockholders at a meeting duly convened and held.

ARTICLE IV

Every shareholder, upon the sale 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 V

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of this corporation and a Board of Directors composed of one or more members, which number may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law.

The officers of this corporation shall be a President, a Vice-President, Secretary and Treasurer, and any other officer as the Board of Directors may deem expedient, one or more of which may be designated in the name of the same person.

ARTICLE VI

This corporation shall have one director initially, and the number of directors may be increased from time to time by the By-Laws but shall never be less than one. The name and address of the initial directors of this corporation is:

JAY JOSEPHSON
900 WEST LINTON BOULEVARD, SUITE 102
DELRAY BEACH, FLORIDA 33444

BRUCE ELLIOT EVANS
190 WEST PALMETTO PARK ROAD
BOCA RATON, FLORIDA 33432

ARTICLE VII

The name and address of the person signing these articles is:

JAY JOSEPHSON
900 WEST LINTON BOULEVARD, SUITE 102
DELRAY BEACH, FLORIDA 33444

ARTICLE VIII

The street address of the initial registered office of this corporation is 900 West Linton Boulevard, Suite 102, Delray Beach, Florida 33444 and the name of the initial registered agent of this corporation located at 900 West Linton Boulevard, Suite 102, Delray Beach, Florida 33444 is Jay Josephson.

ARTICLE IX

These articles of incorporation of this corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE X

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


ARTICLE XI

The shareholders of this corporation shall be entitled to remove any director from office at any time with or without cause.

ARTICLE XII

The shareholders and directors of this corporation may take action by written consent, as provided by law.


IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 1st day of October, 1999.


JAY JOSEPHSON
SUBSCRIBER

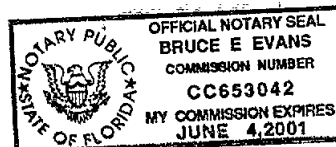
STATE OF FLORIDA :
COUNTY OF PALM BEACH :

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared JAY JOSEPHSON, who is personally known to me and who is the same person described in and who executed the within instrument, and who acknowledged the same to be his free act and deed that he executed the same and did take an oath.

Witness my hand and official seal in the County and State last aforesaid this 1st day of October, 1999.


Notary Public

My Commission Expires:



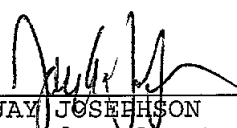
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First--That THIRD BEACH, INC., desiring to organize under
the laws of the State of Florida, with its principal office, as
indicated in the Articles of Incorporation at 900 WEST LINTON
BOULEVARD, SUITE 102, DELRAY BEACH, FLORIDA 33444, has named Jay
Josephson located at 900 West Linton Boulevard, Suite 102, Delray
Beach, Florida 33444 as its agent to accept service of process
within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above-stated corporation, at place designated in this certificate,
I hereby accept to act in this capacity and agree to comply with
the provision of said Act relative to keeping open said office.



JAY JOSEPHSON
Resident Agent

I. ThirdBeach, Inc. AOI

FILED
99 OCT -4 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA