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MACFARLANE FERGUSON MCMULLEN

TEL: 442 8470

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Division of Corporations

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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : MACFARLANE FERGUSON & MCMULLEN (CLEARWATER)
Account Number : 071005001001
Phone : (727) 441-8966
Fax Number : (727) 442-8470

FLORIDA PROFIT CORPORATION OR P.A.

SANDS OF MADEIRA BEACH CLUB, INC.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OFARTICLE I
Name and Address

The name of this corporation is SANDS OF MADEIRA BEACH CLUB, INC.
whose address is 13238 Gulf Boulevard, Madeira Beach, FL 33708.

ARTICLE II
Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III
Purpose

This corporation is organized for the purpose of transacting
any and all lawful business.

ARTICLE IV
Capital Stock

This corporation is authorized to issue One Thousand (1,000)
shares at One Dollar (\$1.00) par value common stock, which shall be
designated "common shares". The consideration to be paid for each
share shall be fixed by the Board of Directors. Common stock of
the corporation may be issued as "small business corporation" stock
in accordance with a plan or plans under the provisions of Section
1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the
common stock above designated.

Prepared by and return to:
EMIL C. MARQUARDT, JR., ESQ.
Macfarlane Ferguson & McMullen
625 Court Street, Second Floor
Clearwater, FL 33756

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ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 625 Court Street, Second Floor, Clearwater, Florida 33756 and the name of the initial registered agent of this corporation at that address is Emil C. Marquardt, Jr.

ARTICLE VI

Initial Board of Directors and Officers

This corporation shall initially have two directors and a President. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director and officer of this corporation is:

Susan McGeown	President and Director
Daniel McGeown	Director

ARTICLE VII

Incorporators

The name and address of the persons signing these Articles is:

<u>Name</u>	<u>Address</u>
EMIL C. MARQUARDT, JR.	625 Court Street - Second Floor Clearwater, FL 33756

ARTICLE VIII

Bylaws

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

ARTICLE IX

Shareholder Quorum and Voting

Shareholder Quorum and Voting provisions shall be set forth in the corporation's By-Laws.

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ARTICLE X

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XI

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by the vote of fifty-one (51%) percent of the shareholders, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14th day of October, 1999.


EMIL C. MARQUARDT, Jr.
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknow-

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MACFARLANE FERGUSON MCMULLEN

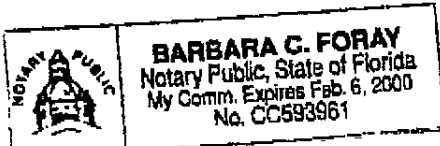
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ledgements, EMIL C. MARQUARDT, JR. to me personally known or who has produced N/A as identification, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 14th day of OCTOBER, 1999.



Barbara C. Foray
Notary Public
Print Name BARBARA C. FORAY
My Commission Expires: 2/6/2000

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGEMENT:

Having been named to accept service for process for SANDS OF MADEIRA BEACH CLUB, INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

Emil C. Marquardt, Jr.
EMIL C. MARQUARDT, JR.

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