



Berry & Greusel
Attorneys at Law

1104 North Collier Boulevard • Marco Island, Florida 34145

Phone 941/394-8111 Fax 941/394-0549

e-mail: jbglegal@aol.com

Jamie B. Greusel
Licensed in FL and NJ

Russell S. Sharbaugh, Jr.
Licensed in FL and NJ

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November 11, 1999

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*****87.50 *****87.50

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

Re: Paul's Beach Rentals, Inc.
File # 1520

Gentlemen/Ladies:

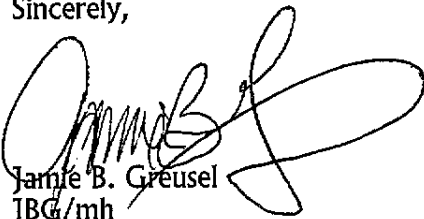
Enclosed are duplicate original Articles of the Amendment to Articles of Incorporation for the corporation referenced above.

We are enclosing our check in the amount of \$87.50 as follows:

Filing Fee	\$35.00
Certified Copy	52.50
TOTAL	\$87.50

Please file an original in your office and return a certified copy to our office.

Sincerely,


Jamie B. Greusel
JBG/mh
Enclosure

FILED
99 NOV 15 PM 4:04
TALLAHASSEE, FLORIDA
STATE

11-17-99

ARTICLES OF INCORPORATION
OF
PAUL'S BEACH RENTALS, INC.

I. NAME

The name of the corporation is PAUL'S BEACH RENTALS, INC.

II. TERM OF EXISTENCE

This corporation shall have perpetual existence.

III. NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and the Laws of the State of Florida.

IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock, all shares, having a par value of One Dollar (\$1.00) per share.

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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V. PREEMPTIVE RIGHTS

The Stockholders of this corporation shall have preemptive rights as to any officer for the sale of shares of this corporation to third parties or individual shareholders of this corporation.

VI. INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is 1104 N. Collier Blvd., Marco Island, Florida 34145. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

VII. INITIAL REGISTERED AGENT

The initial registered agent of the corporation is JAMIE B. GREUSEL, c/o Berry & Greusel, 1104 N. Collier Blvd., Marco Island, Florida 34145.

VIII. DIRECTORS

This corporation shall have one director initially. The number of directors, may, from time to time, be increased by By-Laws adopted by the stockholders. The name and address of the first member of the Board of Directors is Jamie B. Greusel, c/o Berry & Greusel, 1104 North Collier Boulevard, Marco Island, Florida 34145.

IX. SUBSCRIBER AND INCORPORATOR

The subscriber and incorporator to these Articles of Incorporation is Jamie B. Greusel, c/o Berry & Greusel, 1104 North Collier Boulevard, Marco Island, Florida 34145.

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles
of Incorporation on the 10th day of November, 1999.

Jamie B. Greusel
JAMIE B. GREUSEL

COUNTY OF COLLIER
STATE OF FLORIDA

The foregoing instrument was acknowledged before me this 10 day of
Nov., 1999 by Jamie B. Greusel
who is personally known to me or who has produced n-a (type of
identification) as identification and who did (did not) take an oath.



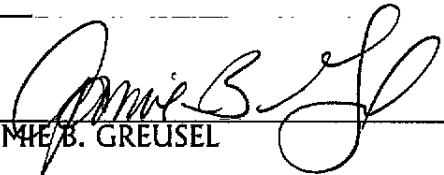
Bridget Fagan
Notary Public Bridget Fagan
(typed name)
My Commission Expires: 7-9-02
Commission # CC 758110

CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE
OF AGENT UPON WHOM PROCESS MAY BE SERVED

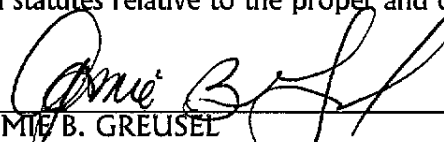
In compliance with Section 48.091 and 607.0501, Florida Statutes the following is
submitted:

PAUL'S BEACH RENTALS, INC. desiring to organize or qualify under the laws of the
State of Florida, with its principal place of business at Marco Island, Florida 34145, has
named Jamie B. Greusel, Berry & Greusel, 1104 N. Collier Blvd., Marco Island, Florida
34145 as its agent to accept service of process within Florida.

Date: November 10, 1999


JAMIE B. GREUSEL

Having been named to accept Service of Process for the above stated corporation,
at the place designated in this certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the proper and complete
performance of my duties.


JAMIE B. GREUSEL

This instrument prepared by:

BERRY & GREUSEL, Attorneys at Law
1104 N. Collier Blvd.
Marco Island, Florida 34145
(941) 394-8111

FILED
99 NOV 15 PM 4:04
STATE
TALLAHASSEE, FLORIDA