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January 20, 1998

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

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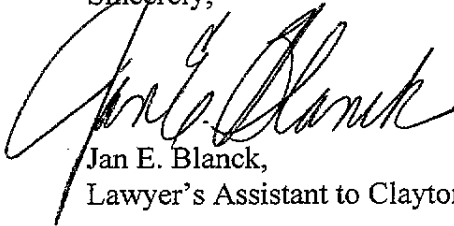
Re: Sea and Ski Delaware, Inc.

Ladies and Gentlemen:

Enclosed for filing with your offices is an Application by Foreign Corporation for Qualification to Transact Business in Florida as prepared for Sea and Ski Delaware, Inc., in duplicate. Also enclosed are a good standing certificate issued by the State of Delaware and our check in the amount of \$122.50 in payment of filing fees and a certified copy. Please return the certified copy to me.

Thank you for your cooperation with this matter.

Sincerely,



Jan E. Blanck,
Lawyer's Assistant to Clayton E. Parker

cc: Clayton E. Parker, Esq.

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DIVISION OF CORPORATIONS
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MI-54331.01

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Sea and Ski Delaware, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 65-0689302
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 15, 1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 8180 NW 36 Street, Suite 105, Miami, FL 33166
(Current mailing address)

8. DISTRIBUTION OF SKIN/SUN CARE PRODUCTS
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Clayton E. Parker

Office Address: c/o Kirkpatrick & Lockhart LLP
201 South Biscayne Boulevard Miami 33131
Florida, (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Clayton E. Parker
(Registered agent's signature) Clayton E. Parker

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Robert Bell

Address: 8180 NW 36 Street, Suite 105

Miami, FL 33166

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Robert Bell

Address: 8180 NW 36 Street, Suite 105

Miami, FL 33166

Assistant Secretary: _____

~~XXXXXXXXXX~~ Clayton E. Parker

Address: 20th Floor, 201 South Biscayne Boulevard

Miami, Florida 33131

Secretary: Robert Bell

Address: 8180 NW 36 Street, Suite 105

Miami, FL 33166

Treasurer: Robert Bell

Address: 8180 NW 36 Street, Suite 105

Miami, FL 33166

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert Bell, President

(Typed or printed name and capacity of person signing application)

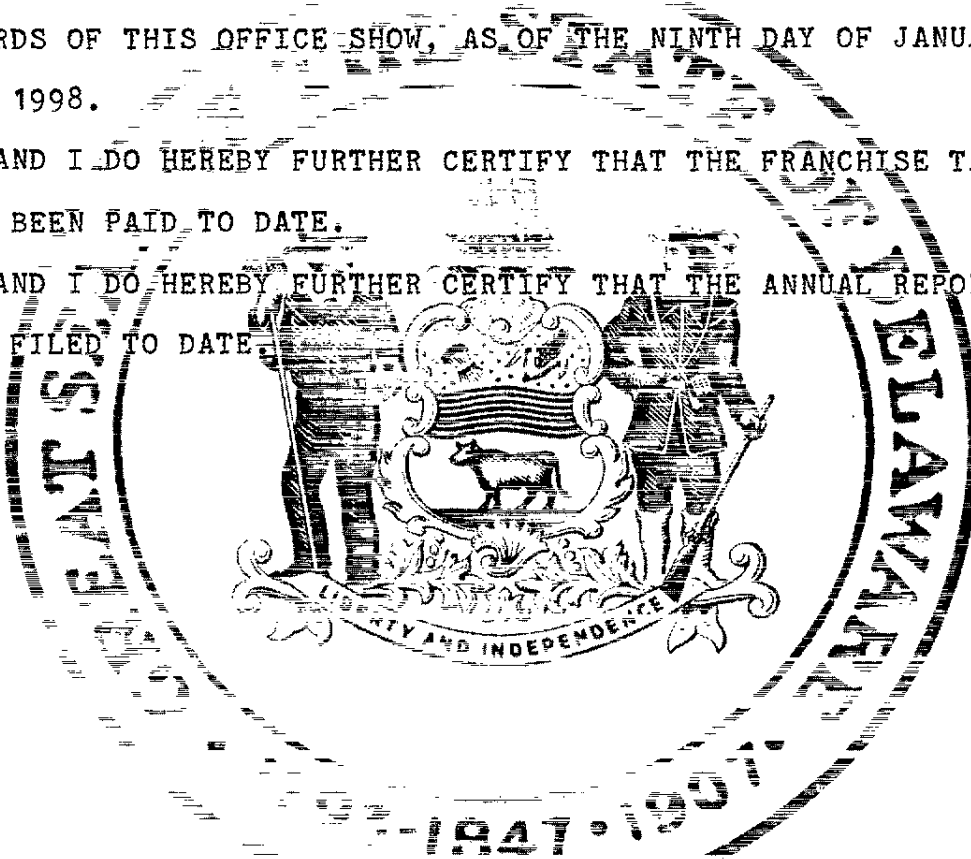
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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SEA AND SKI DELAWARE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF JANUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 23 AM 9:49



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8856851
DATE: 01-09-98