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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Bahia Watch Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

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*****70.00 *****70.00

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jennie Anne Rooth
(Name of Person)

Bahia Watch Inc.
(Firm/Company)

P.O. Box 2472
(Address)

Ocala, FL 34478
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

JENNIE ANNE ROOTH

(Name of Person)

at (352) 690-7383
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 10 AM 9:15

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**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. Bahia Watch 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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2-04-98 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. P.O. Box 2472
Ocala, FL 34478
(Current mailing address)

8. General business (notary, vitamin sales, teaching, etc.)
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

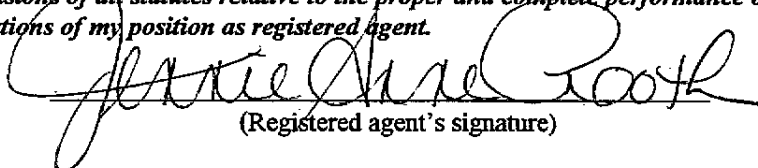
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: JENNIE ANNE ROOTH

Office Address: 3355 SE 1st Ave
Ocala, Florida, 34471
(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.


(Registered agent's signature)

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: JENNIE ANNE ROTH

Address: 3355 SE 1st Ave
Ocala, FL 34471

Vice Chairman: JENNIE ANNE ROTH

Address: (see above)

Director: JENNIE ANNE ROTH

Address: (see above)

Director: _____

Address: _____

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

President: JENNIE ANNE ROTH

Address: (see above)

Vice President: JENNIE ANNE ROTH

Address: (see above)

Secretary: JENNIE ANNE ROTH

Address: (see above)

Treasurer: JENNIE ANNE ROTH

Address: (see above)

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

13. Jennie Anne Roth
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
JENNIE ANNE ROTH

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

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BAHIA WATCH 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 FOURTH DAY OF JUNE, A.D. 1998.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 10 AM 9:15



Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION: 9119525
DATE: 06-04-98