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NAME: BLUEWATER WELLNESS, LIMITED COMPANY

AUDIT NUMBER.....H98000014008

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..1

PAGES..... 4

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ARTICLES OF ORGANIZATION
FOR
A FLORIDA LIMITED LIABILITY COMPANY
BLUEWATER WELLNESS, LIMITED COMPANY

The undersigned member, for the purpose of forming a Florida Limited Liability Company under the provisions of the Florida Statutes, does hereby adopt the following Articles of Organization.

ARTICLE I
Name

The name of the Limited Liability Company is:
Bluewater Wellness, Limited Company

ARTICLE II
Address

The mailing and street address of the principal office of the Limited Liability Company is: 1711 SE 13 Street, Fort Lauderdale, Florida 33316.

ARTICLE III
Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV
Management

The Limited Liability Company is to be managed by the members, and the names and addresses of the managing members are: Margreth Kageman, 1711 SE 13 Street, Ft. Lauderdale, Florida 33316; and Stefan Kageman, 1711 SE 13 Street, Ft. Lauderdale, Florida 33316.

DATED: July 29, 1998.


Margreth Kageman

Prepared By:

William J. Brown, Esq.
Florida Bar #103653
777 Brickell Avenue Suite 1114
Miami, Florida 33131
(305) 374-2280 (Fax 305-375-0022)

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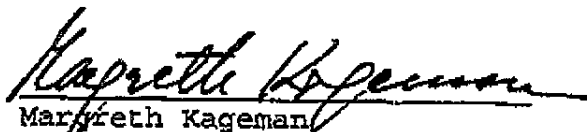
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
OF BLUEWATER WELLNESS, LIMITED COMPANY**

Pursuant to the Provisions of § 608.415 Florida Statutes, the Undersigned Limited Liability Company Submits the Following Statement in Designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Limited Liability Company is: Bluewater Wellness, Limited Company.
2. The name and address of the registered agent and office is: Margreth Kageman, 1711 SE 13 Street, Fort Lauderdale, Florida 33316.

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in this certificate, 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 relating to the proper and completed performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATE: July 29 1998


Margreth Kageman

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
BLUEWATER WELLNESS, LIMITED COMPANY

The undersigned member of Bluewater Wellness, Limited Company,
deposes and says:

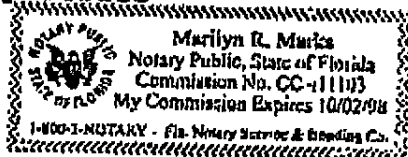
1. The above-named limited liability company has at least two members.
2. The total amount of cash contributed by the members is: \$ 30,000.00
3. If any, the agreed value of property other than cash contributed by the members is: \$ -0-
4. The amount of cash or property anticipated to be contributed by members is: \$100,000.00
5. The total amounts of Nos. 2, 3, 4, is: \$130,000.00

In accordance with § 608.403(3) Florida Statutes, and under penalty of perjury, I hereby affirm that the facts stated herein are true.

Margreth Kageman
Margreth Kageman

Sworn to and Subscribed
this 29 day of July, 1998.

Marilyn R. Marks
Notary Public



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