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N 98 0000 02685

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32301

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Gentlemen:

Re: Sea Dogs Rehabilitation, Inc., a Corporation not for Profit

Enclosed are the original and a copy of the Articles of Incorporation of the captioned proposed
profit corporation. Please file the original and return the copy certified.

A check in the amount of \$122.50 is enclosed to cover the \$35.00 filing fee, the \$52.50 fee for the
certified copy, and the \$35.00 Registered Agent fee.

Sincerely yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By Scott L. McMullen
Scott L. McMullen

GAUSERSATTY\SLM\SEADOGS\SECYST.L1
Enclosures

F. CHESSER MAY 11 1998

FILED
98 MAY -7 AM 12:29
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

**ARTICLES OF INCORPORATION
OF
SEA DOGS REHABILITATION, INC.
A Florida Corporation Not for Profit**

**FILED
98 MAY -7 AM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

I, the undersigned, desiring to form a charitable corporation under and by virtue of the provisions of Chapter 617 of the Florida Statutes, hereby make, subscribe, and file these Articles for that purpose, as follows:

ARTICLE I

Name

The name of this corporation shall be SEA DOGS REHABILITATION, INC.

ARTICLE II

Initial Registered Office and Agent,
Principal Office and Mailing Address

The initial registered office and principal office of this corporation shall be located at 1899 Shadetree Way, Apt. C, West Palm Beach, Florida 33406, and the name of the initial Registered Agent of this corporation at said address shall be Paul M. Morgan . The mailing address of the corporation shall be 1723 South Congress Avenue, Suite 310, Palm Springs, Palm Beach County, Florida 33461.

ARTICLE III

Purposes and Powers

The corporation shall not provide for pecuniary gain or profit to its members. The principal purpose for which it is formed is to receive and administer funds for the purpose of providing schooling, counseling, and group therapy for individuals who have had or may be experiencing trouble with the law and other purposes related to the foregoing, including the possibility of making distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future law of the Internal Revenue Service or Department of Treasury).

The corporation shall have the power to acquire by gift, devise, bequest, purchase, lease or otherwise, and to hold, own, occupy, use, manage, improve, develop, maintain, lease, sell, mortgage, transfer, invest in or reinvest in, or otherwise deal with any real or personal property (tangible or intangible) of whatever kind and description and wherever situated, or with any estate or interest, legal or equitable, in the property, to borrow money and to make, accept, endorse, execute and issue promissory notes and other obligations in payment for property acquired or money borrowed; and to do all such other acts as are necessary or convenient to carry out the purposes set forth in these Articles.

Final control of and responsibility for the receipt, management and distribution of all funds by the corporation shall rest with the Board of Directors who shall, among other duties,

insure that the corporation shall not be subject to tax under Section 4942 of the Internal Revenue Code.

No part of the activities of the corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign, on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on:

A. by a corporation exempt from Federal income tax under Section 501(c) (3) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or

B. by a corporation, contributions to which are deductible under Section 170 (c) (2) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or

C. by a corporation formed pursuant to Chapter 617, Florida Statutes, with particular reference to Florida Statutes 617.0105 dealing with the prohibited activities of private foundations.

ARTICLE IV

Limitations on the Disposition of Corporate Assets and Net Earnings

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, supra.

ARTICLE V

Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for educational purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c) (3) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Palm Beach County, Florida, exclusively for such purposes or to such organization or

organizations which are organized and operated exclusively for such purposes.

ARTICLE VI

Qualification of Members and Advisors

The Members shall consist of the Incorporators named in Article VIII, infra, and the Directors and officers who shall be nominated and appointed as provided in the By-Laws.

ARTICLE VII

Term of Existence

This corporation shall have perpetual existence.

ARTICLE VIII

Name and Address of the Incorporator

The name and address of the Incorporator is:

Paul M. Morgan
1899 Shadetree Way, Apt. C
West Palm Beach, FL 33406

ARTICLE IX

Officers and Times of Their Election

The Board of Directors shall choose annually, to manage the affairs of the corporation, subject to the control of the Board of Directors, the following officers: a President, one or more Vice Presidents, a Secretary, a Treasurer, or a Secretary/Treasurer, and such other officers as the Board of Directors may deem advisable or necessary. The President must also be a Director. Each of such officers shall hold office - until the next annual election or until his successor is chosen and qualified. The names and addresses of the officers who are to serve until the first election are as follows:

Paul M. Morgan
1899 Shadetree Way, Apt. C
West Palm Beach, FL 33406

President

Donald Benson
1899 Shadetree Way, Apt. C
West Palm Beach, FL 33406

Vice President

Jose Shavez
1899 Shadetree Way, Apt. C
West Palm Beach, FL 33406

Secretary

Sergio Prieto
1899 Shadetree Way, Apt. C
West Palm Beach, FL 33406

Treasurer

ARTICLE X

Board of Directors

The number of Directors of the corporation shall not be less than three (3) nor more than seven (7). The names and residences of the persons who are to be the initial Directors of the corporation until their successors are nominated and appointed as provided in the By-Laws are:

Paul M. Morgan
1899 Shadetree Way, Apt. C
West Palm Beach, FL 33406

Donald Benson
1899 Shadetree Way, Apt. C
West Palm Beach, FL 33406

Jose Shavez
1899 Shadetree Way, Apt. C
West Palm Beach, FL 33406

Sergio Prieto
1899 Shadetree Way, Apt. C
West Palm Beach, FL 33406

ARTICLE XI

By-Laws

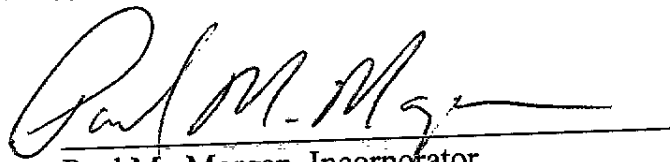
The first By-Laws shall be made by the Incorporators. All alterations or revisions of the By-Laws shall be made by the Directors at any regular or special meeting duly called and held for that purpose in accordance with the By-Laws.

ARTICLE XII

Amendments to Articles of Incorporation

The Articles of Incorporation may be amended from time to time by resolution of the Directors at any regular meeting or at any special meeting duly called for that purpose. The resolution shall be certified to be correct by the President and Secretary and filed in the Office of the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 02 day of May, 1998.


Paul M. Morgan, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

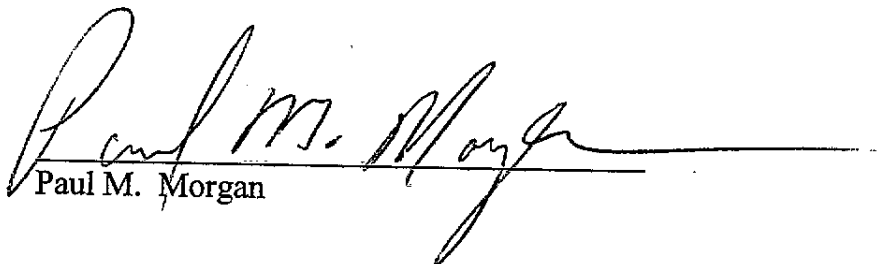
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That SEA DOGS REHABILITATION, INC., desiring to organize under the laws of the State of Florida as a corporation not for profit, with its Registered Office as indicated in the Articles of Incorporation at 1899 Shadetree Way, Apt. C, West Palm Beach, FL 33406, has named Paul M. Morgan as its Registered Agent to accept service of process within this state.

FILED
98 MAY - 7 AM 12: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT:

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.


Paul M. Morgan