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Almer W. Beale, II
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June 5, 2001

VIA U.S. MAIL

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

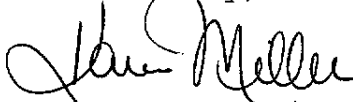
Dear Sir or Madame:

Re: Chillouts, Inc., Articles of Incorporation

Enclosed please find a check in the amount of \$78.75 to cover the cost of Filing fees, Registered Agent Designation, and a Certified Copy together with Chillouts, Inc.'s Articles of Incorporation.

Thank you for your cooperation in this matter. If you have any questions please do not hesitate to contact me.

Sincerely,


Karen Miller
Legal Secretary

RJL:kem

cc: Sheldon Lantinberg

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. BLALOCK JUN 11 2001

ARTICLES OF INCORPORATION

OF

CHILLOUTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby executes these articles for the purpose of forming a corporation under the laws of the State of Florida under and pursuant to the following Articles of Incorporation:

ARTICLE I.

The name of the corporation shall be CHILLOUTS, Inc., and its mailing address is, 569 Slippery Rock Road, Weston, Florida 33327.

ARTICLE II.

The general nature of the businesses to be transacted by the professional service corporation shall be as follows:

(a) All lawful business; and in connection therewith:

(b) To buy, sell and otherwise dispose of, hold, own, improve, lease, mortgage and otherwise encumber, and to trade and deal in all kinds of real estate and any interests therein;

(c) To buy, sell and otherwise dispose of, hold, own, manufacture, produce, export, import, mortgage, pledge, hypothecate and otherwise encumber, and to trade and deal in all kinds of personal property, either as principal or agent, upon commission or otherwise;

(d) To acquire by subscription, purchase or otherwise, to hold for investment or resale, to mortgage, pledge, hypothecate and to sell or otherwise dispose of, and in all ways to trade and deal in and with, as principal or agent, and upon commission or otherwise,

stocks, bonds, notes, debentures, mortgages, certificates of indebtedness, and other obligations and securities of individuals and of corporations, private or public, domestic or foreign, and of municipal and governmental subdivisions, agencies and authorities, and investment securities and chooses in action generally; with power to issue its own securities in exchange therefor to the extent permitted by the corporation laws of the State of Florida; to collect the interest and dividends on its holdings as well as the principal thereof; to make advances upon or for the benefit of, and to do all things suitable and proper for the protection, conservation or enhancement in value of any securities, chooses in action, properties or investments held by it; and to possess and exercise, with respect thereto, all of the rights, powers and privileges of individual owners or holders thereof, and to exercise any and all voting power thereon;

(e) Without limit as to amount, to borrow money for the purposes of the corporation, to draw, make, accept, endorse, discount, execute, issue and transfer promissory notes, debentures, bills of exchange, bonds, warrants and other negotiable or transferable instruments, and to issue, sell and dispose of bonds, notes, debentures or other obligations of the corporation from time to time for any of its objects and purposes, with or without security, and, if so determined, to secure the same by mortgage, pledge, deed of trust or otherwise;

(f) To acquire the good will, rights and property, and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities, of any person, firm, association or corporation; to pay therefor in cash, the stock, bonds, notes, debentures or other obligations of the corporation, or otherwise, or by undertaking the whole or any part of the liabilities of the transferor; to hold or in any manner dispose of the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business;

(g) To aid by loan, subsidy, guaranty, or in any other manner, any corporation, firm, syndicate, association or individual to the extent the Board of Directors deems advisable to promote the business, interests and purposes of the corporation, and any corporation whose stocks, bonds, securities or other obligations are in any manner, either directly or indirectly, held or guaranteed by the corporation; to do any and all other acts or things toward the protection, conservation or enhancement in value of any such stocks, bonds, securities or other obligations, and to do all and any acts or things designed to accomplish any such purpose;

(h) To employ its surplus earnings or accumulated profits from

time to time as its Directors may determine, to purchase or otherwise acquire, to hold or otherwise utilize, and to reissue, sell, or otherwise dispose of or turn to account, as its Directors may from time to time determine, the stocks, bonds, debentures or other securities of the corporation, to the extent permitted by law;

(i) To acquire, hold, use, lease, grant licenses in respect of, pledge, mortgage, sell, assign or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of the corporation;

(j) To enter into, make, perform and carry out, without limit as to amount, contracts and arrangements pertaining to the business of the corporation, including but not limited to arrangements for the sharing of profits, union of interests, joint ventures, reciprocal concessions or cooperation, with any corporation, association, partnership, syndicate, entity, person, or governmental, municipal or public authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, and to obtain from any such governmental, municipal or public authority any rights, privileges or concessions which the corporation may think desirable to obtain, and to carry out, exercise and comply with any such rights, privileges and

concessions;

(k) To have one or more offices, and to carry on its operations and to transact its business and promote its objects and purposes in any part of the world, either alone or with other individuals, firms, syndicates, partnerships, associations, corporations, authorities or other entities, without restriction as to place or amount, and to do all lawful acts and things necessary, suitable or proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth.

IN GENERAL, and in connection with the foregoing, the corporation shall have and may use, exercise and enjoy all the powers of like corporations conferred by the corporation laws of the State of Florida, it being expressly provided that the enumeration of the objects, powers or purposes hereinabove specified shall not be held to limit or restrict in any manner the objects, powers and purposes of the corporation, and that the objects, powers and purposes specified in each of the clauses of this Article shall be regarded as independent and cumulative purposes, powers and objects.

ARTICLE III.

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be ten thousand (10,000) shares having a par value of zero per share, all of which

shall be common stock of the same class. All stock issued shall be fully paid and nonassessable. The stockholders shall have no preemptive rights with respect to the capital stock or securities of the corporation, and the corporation from time to time may issue and sell shares of its capital stock of any class, may issue and grant rights and options to purchase shares of such capital stock and may issue and sell its bonds, notes, debentures and other securities convertible into stock of the corporation without offering such shares, rights or options to purchase shares, bonds, notes, debentures or other securities (whether now or hereafter authorized) to the stockholders then holding shares of its capital stock.

ARTICLE IV.

The corporation shall have perpetual existence.

ARTICLE V.

The street address of the initial registered agent's office of this corporation in Florida shall be 200 West Forsyth Street, Suite 1200 Jacksonville, Florida 32202 and its initial registered agent at that address shall be Richard J. Lantinberg. The Board of Directors may, from time to time, change the registered office and registered agent of the corporation upon notification to the proper authorities.

ARTICLE VI.

The number of the directors of this corporation shall be

not less than one (1) nor more than seven (7) as fixed from time to time by the provisions of the By-Laws.

ARTICLE VII.

The name and street address of the members of the first Board of Directors, who, subject to the provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until such successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Street Address</u>
SHELDON LANTINBERG	569 Slippery Rock Road Weston, Florida 33327.

ARTICLE VIII.

The names and street addresses of the subscriber of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
RICHARD J. LANTINBERG, ESQ.	200 W. Forsyth Street Suite 1200 Jacksonville, FL 32202

ARTICLE IX.

In furtherance and not in limitation of the powers of this corporation shall, in the absence of fraud, be disqualified by his or her office from dealing or contracting with this corporation either as vendor, conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

(1) Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the By-Laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the By-Laws as constituted from time to time, expressly conferred upon or reserved by the stockholders.

(2) Subject always to such By-Laws as may be adopted from time to time by the stockholders, the Board of Directors is expressly authorized to adopt, alter and amend the By-Laws of the corporation, but any By-Law adopted, altered or amended by the Directors may be altered, amended or repealed by the stockholders.

(3) The corporation shall have such officers as from time to time may be provided in the By-Laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.

(4) No Director or officer of this corporation shall in the absence of fraud, be disqualified by his or her office from dealing or contracting with this corporation either as vendor, purchaser or otherwise, nor, in the absence of fraud, shall any contract, transaction or act of this corporation be void or voidable or affected by reason of the fact that any such director or officer,

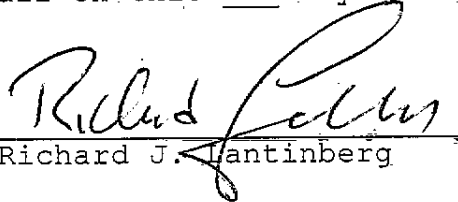
or any firm of which any such director or officer is a member or any employee, or any corporation of which any such director or officer is an officer, director, stockholder or employee, has any interest in such contract, transaction or act, whether or not adverse to the interest of this corporation, even though the vote of the director or directors or officer or officers having such interest shall have been necessary to obligate this corporation upon such contract, transaction or act; and no director or directors or officer or officers having such interest shall be liable to this corporation or to any stockholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract, transaction or act; nor shall any such director or directors or officer or officers be accountable for any gains or profits realized thereon.

ARTICLE X.

This corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida these Articles of

Incorporation and certify that the facts herein stated are true,
all on this 5th day of June, 2001


Richard J. Mantinberg (SEAL)

STATE OF FLORIDA
COUNTY OF DUVAL

Before me personally appeared this day Richard J. Lantinberg the party to the foregoing Articles of Incorporation, who is personally known to me or has produced as identification, and to me known to be the individual described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that he made, subscribed and acknowledged the foregoing Articles of Incorporation as his voluntary act and deed and that the facts set forth therein are true and correct, and who did take an oath.

WITNESS my hand and official seal on this 5th day of June 2001.



Signature of Notary Public

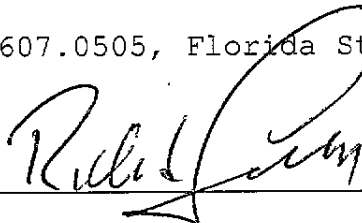


KAREN MILLER

Printed Name of Notary Public,
Notary Public, State and County
aforesaid
My commission expires 2005

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for CHILLOUTS, INC., a Florida professional service corporation, at the place designated in the Articles of Incorporation of said corporation, I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provisions of law relating to keeping said office open. I further acknowledge that I am familiar with, and accept, the obligations imposed upon registered agents, including the obligations imposed by section 607.0505, Florida Statutes.



Registered Agent

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TALLAHASSEE, FLORIDA