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**Richard H. Roth, P.A.
405 CAMELIA TRAIL
ST. AUGUSTINE, FL 32086
904-797-5933**

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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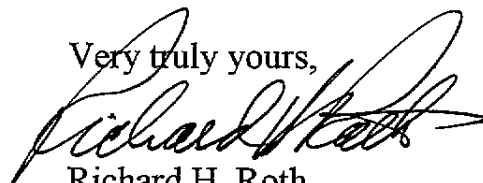
Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 323314

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*****78.75 *****78.75

Gentlemen:

I enclose an original and fully signed copy of the Articles of Incorporation of "Mountains 2 Sea, Inc." I also enclose my trust check in the amount of \$78.75 to cover the cost of filing the original and your return of a certified copy of the articles. Please return the copy to the above address.

Very truly yours,


Richard H. Roth

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ARTICLES OF INCORPORATION
OF
MOUNTAINS 2 SEA, INC.

ARTICLE I - NAME

The name of this corporation is:

MOUNTAINS 2 SEA, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:
to conduct any and all other lawful business as may be authorized
under the laws of the State of Florida, the United States of
America or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of Ten
Dollar (\$10.00) par value common stock.

ARTICLE V - RELATIVE RIGHTS OF SHARES
OF CAPITAL STOCK

Section 1. Dividends.

The holders of record of the common shares shall be entitled
to cash dividends when and as declared by the Board of Directors

in the amount per share and at the time and in the manner determined by the Board of Directors.

Section 2. Rights upon liquidation or dissolution.

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of this corporation, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the common shares.

Section 3. Voting rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - INITIAL REGISTERED OFFICE
AND AGENT/PRINCIPAL OFFICE

The street address of the initial registered office of the corporation is: 405 Camelia Trail, St. Augustine, Florida, 32086, and the name of the initial Registered Agent of this corporation at that address is: RICHARD H. ROTH. The principal office of this corporation is located at 404 Camelia Trail, St. Augustine, Florida, 32086.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The

is:

23 Brookwood Rd.

ARTICLE VIII - INCORPORATOR

is:

23 Brookwood Rd.

ARTICLE IX - SHAREHOLDER QUORUM
AND VOTING

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE X - APPROVAL OF SHAREHOLDERS
REQUIRED FOR MERGER

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ARTICLE XI- MANAGEMENT OF CORPORATION
BY SHAREHOLDERS

All of the powers of the corporation shall be exercised by and under the authority of, and the business affairs of this corporation shall be managed under the direction of, the Board of Directors of the corporation but upon majority vote of the stockholders of the corporation all of the same may be run by and under the direct control of the stockholders in lieu of a Board of Directors.

ARTICLE XII - POWERS

This corporation shall have all of the corporate powers numerated in the Florida Business Corporation Act.

ARTICLE XIII - ACTION BY DIRECTORS
WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XIV - INDEMNIFICATION

The corporation may indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XV - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders

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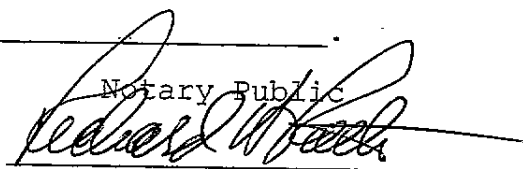
is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of August, 2002.


Richard Allen McBride, Subscriber

STATE OF FLORIDA
COUNTY OF ST. JOHNS

The foregoing instrument was acknowledged before me this 2nd day of August, 2002, by Richard Allen McBride, who is personally known to me, or, if not, produced the following form of identification: _____

Notary Public
Sign: 

Print: _____

My commission expires:
My commission number:



Richard H. Roth
MY COMMISSION # CC785629 EXPIRES
December 9, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

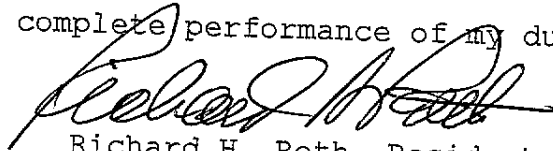
ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the

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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.



Richard H. Roth, Resident Agent

Dated: August, 2002