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Mastriana & Christiansen

PROFESSIONAL ASSOCIATION

EDUARDO MASTRIANA
MICHAEL EDDIE CHRISTIANSEN
STEPHEN R. HOFFMAN

CHANCE A. MASTRIANA
JULY 1995

2750 NORTH FEDERAL HIGHWAY
FORT LAUDERDALE, FLORIDA 33306
HOWARD (107) 566-1234
DADE (107) 566-1234
FAX (107) 566-1234

July 12, 1995

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

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-07/31/95--01069--014
****122.50 ****122.50

Re: SUN TOUCHED, INC.

To whom it may concern:

Enclosed please find two (2) copies of the Articles of Incorporation regarding the above-captioned corporation dated this 12th day of July, 1995, for recordation. As you can see, there are 5,000 shares at \$1.00 par value.

Please return to the attention of the undersigned a certified copy when recordation is completed. Thank you for your cooperation in this matter.

Should you have any questions regarding this matter please do not hesitate to contact me.

Sincerely,

William Winterberg
William Winterberg

Enclosure

SD/B
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ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is SUN TOUCHED, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRINCIPAL OFFICE

The principal office address of SUN TOUCHED, INC. is located at 2750 North Federal Highway, Fort Lauderdale, Florida 33306, which address is the same address as the registered office of the corporation.

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for case of any new stock of this corporation shall have the right to purchase his prorated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2750 North Federal Highway, Fort Lauderdale Florida 33306, and the name of the initial registered agent of this corporation at that address is Stephen V. Hoffman, Esq.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of

Directors may be either increased or decreased from time to time by the By-Laws. The names and addresses of the initial Board of Directors of this corporation are:

NAME	ADDRESS
Kimberly Carr	4261 Northeast 11th Terrace Pompano Beach, Florida 33064

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is Kimberly Carr, 4261 Northeast 11th Terrace, Pompano Beach, Florida 33064.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - CONFLICTS OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or officer of such other corporation, who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effort as if he were not such officer or director of such other corporation not so interested. If there shall only be one director of the corporation at the time any meeting of the Board of Directors of this corporation would otherwise be required to authorize any such contract or transaction, and if the vote or consent of such interested director may not, by statute, be counted to authorize, approve or ratify the said act, contract or transaction, then and in that event, a majority of the shareholders of the corporation shall be authorized and empowered to authorize, approve or ratify any such act, contract or transaction with the same full force and effect as if the same had been authorized.

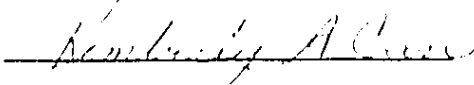
ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

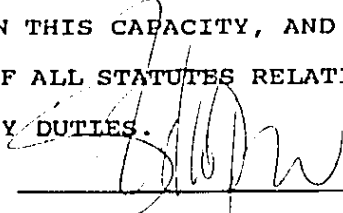
CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED;

FIRST--THAT SUN TOUCHED, INC. DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT CITY OF FORT LAUDERDALE, STATE OF FLORIDA, HAS
NAMED , STEPHEN V. HOFFMAN ESQ., RESIDENT AGENT LOCATED AT 2750 N.
FEDERAL HIGHWAY, FORT LAUDERDALE, FLORIDA 33306, CITY OF FORT
LAUDERDALE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

SIGNATURE: 
TITLE: Incorporator
DATE: July 12, 1995

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.

SIGNATURE: 
DATE: July 12, 1995

IN WITNESS WHEREOF, the undersigned subscriber has executed these Article of Incorporation this 12th day of July, 1995.

Kimberly Carr
Subscriber

STATE OF FLORIDA)
COUNTY OF BROWARD)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Kimberly Carr who is personally know to me and is the person who executed the foregoing Articles of Incorporation, and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 12th day of July, 1995.

My commission expires:

Stephen V. Hoffman
NOTARY PUBLIC
State of Florida

