

*P96000057459*  
KIRKPATRICK & LOCKHART LLP

FILED  
95 JUL -9 11:58  
TALLAHASSEE, FLORIDA

MIAMI CENTER - 20TH FLOOR  
201 SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131-2399

TELEPHONE (305) 319-3100  
FACSIMILE (305) 318-7091

JAN IL BLANCK  
(305) 539-3364  
blanckje@kll.com

VIA FEDERAL EXPRESS

June 28, 1996

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

EFFECTIVE DATE  
*6-28-96*

500001884495  
-07/05/96--01019--019  
\*\*\*122.50 \*\*\*122.50

RE: Sea and Ski, Inc.

Ladies and Gentlemen:

Enclosed for filing with your offices are Articles of Incorporation, in duplicate, prepared on behalf of the above-referenced proposed Florida corporation. Also enclosed is our check in the amount of \$122.50 in payment of the following incorporation fees:

Filing Fee	\$	35.00
Certified Copy		52.50
Registered Agent Fee		35.00
<b>Total</b>	<b>\$</b>	<b>122.50</b>

Please return the certified copy of this document to me. Thank you for your cooperation with this matter.

Sincerely,  
*Jan Blanck*  
Jan Blanck,  
Lawyer's Assistant to  
Clayton E. Parker

cc: Clayton E. Parker, Esq.

*some people have  
R96-3077*

M11-103766.1

**ARTICLES OF INCORPORATION**

**OF**

**SEA AND SKI, INC.**

The undersigned, acting as incorporator of **Sea and Ski, Inc.**, under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation (the "Corporation") is **Sea and Ski, Inc.**

**ARTICLE II**

**ADDRESS**

The street address of this Corporation shall be c/o Kirkpatrick & Lockhart, 201 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131.

**ARTICLE III**

**DURATION AND COMMENCEMENT OF EXISTENCE**

The duration of the Corporation shall be perpetual commencing on June 28, 1996.

**ARTICLE IV**

**PURPOSE**

The purpose of this Corporation shall be to engage in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE V**

**CAPITAL STOCK**

The maximum number of shares of stock which this Corporation is authorized to issue is 10,000 shares of common stock having a par value of \$.01 per share.

**ARTICLE VI**

**REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office shall be 201 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131 and the registered agent for the Corporation at that address shall be Clayton E. Parker.

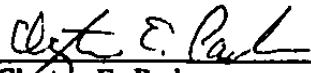
**ARTICLE VII**

**INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Clayton E. Parker	c/o Kirkpatrick & Lockhart 201 South Biscayne Boulevard 20th Floor Miami, FL 33131

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 28th day of June, 1996.

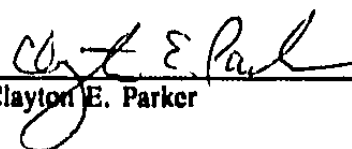
  
\_\_\_\_\_  
Clayton E. Parker,  
Incorporator

**CERTIFICATE OF REGISTERED AGENT  
OF  
SEA AND SKI, INC.**

FILED  
05 JUL -5 11:50  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for SEA AND SKI, INC., at the place designated in the foregoing Articles of Incorporation, Clayton E. Parker agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATED: June 28, 1996

  
\_\_\_\_\_  
Clayton E. Parker

**P96 0000 57452**  
KIRKPATRICK & LOCKHART LLP

MIAMI CENTER - 20TH FLOOR  
201 SOUTH BISCAYNE BOULEVARD  
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TELEPHONE (305) 319-1100  
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JAN H. BLANCK  
(305) 319-3164  
jblanckj@kl.com

August 13, 1996

700001924847  
-08/16/96--01096--019  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

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

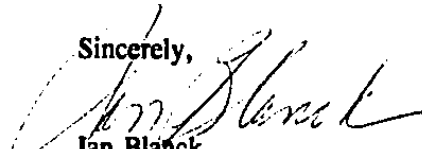
Re: Sea and Ski, Inc.

Ladies and Gentlemen:

Enclosed for filing with your offices are Articles of Amendment, in duplicate, prepared on behalf of Sea and Ski, Inc. together with our check in the amount of \$87.50 in payment of filing fees and a certified copy of the Amendment.

Please forward the certified copy to me. Thank you for your cooperation with this matter.

Sincerely,

  
Jan Blanck,  
Lawyer's Assistant to  
Clayton E. Parker

cc: Clayton E. Parker, Esq.

**FILED**  
96 AUG 16 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Name Change  
KFT  
8-20-96*

MI1-106952.1

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF SEA AND SKI, INC.,  
A FLORIDA CORPORATION**

In accordance with the terms of Section 607.1006 of the Florida Business Corporation Act, Sea and Ski, Inc., a Florida corporation, hereby adopts the following amendment to its Articles of Incorporation:

Article I is hereby amended to read as follows:

**ARTICLE I  
NAME**

The name of the Corporation is Sun Labs Intl., Inc.

The foregoing amendment to the Articles of Incorporation of the Corporation was adopted by means of a Unanimous Written Consent of the Sole Shareholder and Director of the Corporation dated July 31, 1996, in accordance with the terms of Section 607.1003 of the Florida Business Corporation Act, and consequently the number of shares cast in favor of the Amendment was sufficient for its approval.

Date: July 31, 1996

**SEA AND SKI, INC.,**  
a Florida corporation

By: \_\_\_\_\_

*Robert Bell*  
Robert Bell, President

**FILED**  
96 AUG 16 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**KIRKPATRICK & LOCKHART LLP**

**P96000057452**

MEMBER FIRM OF THE  
SOUTHERN REGIONAL FINANCIAL INSTITUTIONS  
MIAMI, FLORIDA 33131-2000

TELEPHONE (305) 519-3300  
FACSIMILE (305) 519-7091

JAN BLANCK  
(305) 539-3544  
BLANCKJ@KL.COM

September 26, 1996

Secretary of State of Florida/Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-09/27/96--01072--018  
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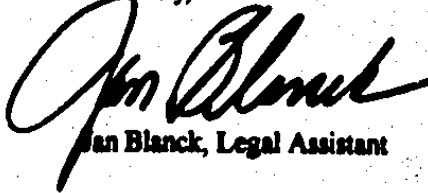
Re: Sun Labs Intl., Inc.

Ladies and Gentlemen:

Enclosed for filing with your offices are articles of amendment, in duplicate, prepared on behalf of Sun Labs Intl., Inc., a Florida corporation. Also enclosed is our check in the amount of \$87.50 in payment of the \$35.00 filing fee and a certified copy fee in the amount of \$52.50.

Please return the certified copy of the amendment to me. Thank you for your cooperation with this matter.

Sincerely,

  
Jan Blanck, Legal Assistant

SH 2/30

FILED  
96 SEP 27 PM 4: 12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF SUN LABS INTL., INC.,  
A FLORIDA CORPORATION**

In accordance with the terms of Section 607.1006 of the Florida Business Corporation Act, Sun Labs Intl., Inc., a Florida corporation, hereby adopts the following amendment to its Articles of Incorporation:

Article V is hereby amended to read as follows:

**ARTICLE V  
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue is 2,000,000 shares of common stock having a par value of \$.001 per share.

The foregoing amendment to the Articles of Incorporation of the Corporation was adopted by means of a Unanimous Written Consent of the Sole Shareholder and Director of the Corporation dated September 19, 1996, in accordance with the terms of Section 607.1003 of the Florida Business Corporation Act, and consequently the number of shares cast in favor of the Amendment was sufficient for its approval.

Date: September 19, 1996

**SUN LABS INTL., INC.,**  
a Florida corporation

By: Robert Bell  
Robert Bell, President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



P96000057452  
KIRKPATRICK & LOCKHART LLP

MIAMI CENTER - 20TH FLOOR  
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TELEPHONE (305) 539-1100  
FACSIMILE (305) 539-7093

JAN BLANCK  
(305) 539-3364  
BLANCKJ@KL.COM

October 31, 1996

Secretary of State of Florida/Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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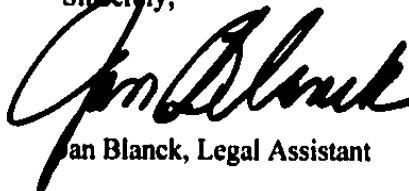
Re: Sun Labs Intl., Inc.

Ladies and Gentlemen:

Enclosed for filing with your offices are articles of amendment, in duplicate, prepared on behalf of Sun Labs Intl., Inc., a Florida corporation. Also enclosed is our check in the amount of \$87.50 in payment of the \$35.00 filing fee and a certified copy fee in the amount of \$52.50.

Please return the certified copy of the amendment to me. Thank you for your cooperation with this matter.

Sincerely,

  
Jan Blanck, Legal Assistant

cc: Clayton E. Parker, Esq.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 NOV -4 AM 11:25

*mc*

TLL NOV 6 1996

MI-32377.01

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF SUN LABS INTL., INC.,  
A FLORIDA CORPORATION**

In accordance with the terms of Section 607.1006 of the Florida Business Corporation Act, Sun Labs Intl., Inc., a Florida corporation, hereby adopts the following amendment to its Articles of Incorporation:

Article I is hereby amended to read as follows:

**ARTICLE I  
NAME**

The name of the Corporation is SEA & SKI Corporation.

The foregoing amendment to the Articles of Incorporation of the Corporation was adopted by means of a Unanimous Written Consent of the Sole Shareholder and Director of the Corporation dated October 30, 1996, in accordance with the terms of Section 607.1003 of the Florida Business Corporation Act, and consequently the number of shares cast in favor of the Amendment was sufficient for its approval.

Date: October 30, 1996

**SUN LABS INTL., INC.,**  
a Florida corporation

By: \_\_\_\_\_

*Robert Bell*  
Robert Bell, President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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