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ROGER E. CRAIG*

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OF COUNSEL

*ALSO ADMITTED IN MICH.
**ADMITTED IN MICH. ONLY

September 23, 1996

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State of Florida
Department of State
Corporation Division
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of Nature's Lifeguard, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above company. Please file the original and return to us one certified copy.

We are enclosing our check in the amount of \$122.50, covering:

\$35.00 -- Registered Agent
35.00 -- Filing Fee
52.50 -- Certified Copy

\$122.50

Sincerely,

[Signature]
Roger E. Craig

REC:rl

Encl.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 30 PM 12:56

ARTICLES OF INCORPORATION
OF
NATURE'S LIFEGUARD, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 30 PM 12:56

ARTICLE I - NAME

The name of this corporation is Nature's Lifeguard, Inc.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Million shares of Ten Dollars (\$10.00) par value common stock which shall be designated as "common shares."

ARTICLE V - PREEMPTIVE RIGHTS

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

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL
OFFICE AND MAILING ADDRESS

The street address of the initial registered office of this corporation is 1250 North Tamiami Trail, Suite 201, Naples, Florida 34102, and the name of the initial registered agent of this corporation at that address is Roger E. Craig.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by vote of the shareholders, however, there shall never be less than one director nor more than five. The name and address of the initial Board of Directors of the corporation is:

Wesley W. Matthews, Pres
136 Baltusrol
Naples, Florida 34202

John W. Miller, Vice President
194 Westwood Drive
Naples, Florida 34110

Barbara Barbara, Secretary
122 Jeepers
Naples, Florida 34112

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is:

Wesley W. Matthews
136 Baltusrol
Naples, Florida 34202

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 25th day of September, 1996.


WESLEY W. MATTHEWS
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Wesley W. Matthews, known to be and known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this _____ day of _____, 1996.

NOTARY PUBLIC, State of Florida
My commission expires:

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 30 PM 12:56

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement designating the Registered Agent/Registered Office in the State of Florida.

1. The name of the corporation is: Natures Lifeguard, Inc.
2. The name and address of the registered agent and registered office is :

Roger E. Craig
1250 North Tamiami Trail
Suite 201
Naples, Florida 34102

DATED: Sept 25, 1996

By: [Signature]
(Corporate Officer)
PRES.

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

[Signature]
(Registered Agent)

DATE

September 25, 1996