

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 222-8800 • 1-800-342-8062 • Fax (904) 222-1222

P97000051550

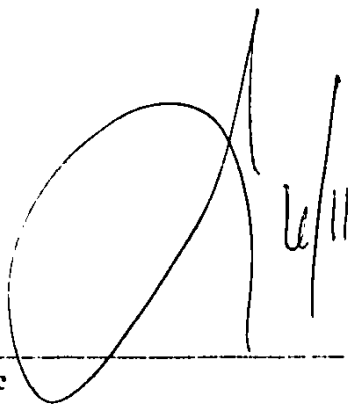
Resort Suncare
Specialists, Inc.

200002200532--6
-06/11/97--01041--007
****175.00 ****175.00

FILED
97 JUN 11 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

☒ Art of Inc. File
☐ LTD Partnership File
☐ Foreign Corp. File
☐ L.C. File
☐ Fictitious Name File
☐ Name Reservation
☐ Merger File
☐ Art. of Amend. File
☐ RA Resignation
☐ Dissolution / Withdrawal
☐ Annual Report / Reinstatement
☒ Cert. Copy **+ 2ND COPY**
☐ Photo Copy **Certified**
☐ Certificate of Good Standing **ALSO**
☐ Certificate of Status
☐ Certificate of Fictitious Name
☐ Corp Record Search
☐ Officer Search
☐ Fictitious Search
☐ Fictitious Owner Search
☐ Vehicle Search
☐ Driving Record
☐ UCC-1 on File
☐ UCC-1 Search
☐ UCC-1 Retrieval
☐ Courier

RECEIVED
97 JUN 11 AM 10:24


6/11

Signature

Requested by

DN

6/11

9:50

Name

Date

Time

Walk-In

Will Pick Up

Articles of Incorporation
of
Resort Suncare Specialists, Inc.

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

WITNESSETH:

ARTICLE I
NAME

The name of the Corporation is:

"Resort Suncare Specialists, Inc."

ARTICLE II
DURATION

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

ARTICLE III
PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue 7,500,000 shares, one cent par value, 5,000,000 of which shall be designated as common stock; and 2,500,000 of which shall be designated as preferred stock, with all preferences and characteristics to be determined by the Corporation's Board of Directors on a case by case basis, prior to issuance but subject to compliance with the requirements of Section 607.0602, Florida Statutes.

This instrument is the property of Diversified Corporate Consulting Group, L.L.C., a Delaware limited liability company, and has been licensed for use by NewCorp, Inc., only for its own corporate governance purposes. No one may utilize this form or any derivations thereof without the prior written consent of Diversified Corporate Consulting Group, L.L.C.

FILED
97 JUN 11 AM 11:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V
QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of stockholders.

ARTICLE VI
INITIAL REGISTERED OFFICE, REGISTERED AGENT & PRINCIPAL ADDRESS

6.1 Registered Office & Registered Agent,

The street address of the initial registered office of this Corporation is 2023 North Atlantic Avenue, Suite 172; Cocoa Beach, Florida 32931, and the name of the initial registered agent of this corporation at such address is Alan C. Bridges.

6.2 Principal Office & Mailing Address

The Corporation's initial principal office and principal mailing address will be at 2023 North Atlantic Avenue, Suite 172; Cocoa Beach, Florida 32931. Its initial telephone number will be (407) 657-1017.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

- (a) This Corporation shall have one Director initially.
- (b) The number of Directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one.
- (c) The name and address of the initial Director of the corporation is as follows:

Alan C. Bridges
2023 North Atlantic Avenue, Suite 172; Cocoa Beach, Florida 32931

- (d) The Corporation's Board of Directors is hereby authorized, without prior stockholder approval, to amend these Articles of Incorporation, from time to time, in order to:
 - (1) Effect splits or reverse splits of the Corporation's common or preferred stock;
 - (2) Change the name of the Corporation; and

- (3) Such other matters as may be otherwise permitted under then applicable laws of the State of Florida.

ARTICLE VIII INCORPORATORS

The name and addresses of the Corporation's incorporator is:

Alan C. Bridges
2023 North Atlantic Avenue, Suite 172; Cocoa Beach, Florida 32931

ARTICLE IX INDEMNIFICATION

The Corporation shall indemnify its Officers, Directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X LIMITATION ON STOCKHOLDER ACTIONS

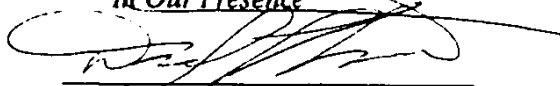
- (a) Stockholders shall not have a cause of action against the Corporation's Officers, Directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissibly in conflict with the public policy of the State of Florida.
- (b) The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

ARTICLE XI AFFILIATED TRANSACTIONS


This Corporation shall not be subject to the restrictions or requirements for affiliated transactions imposed by Sections 607.0901, Florida Statutes, as permitted by the waiver provisions of Section 607.0901(5)(b) thereof.

IN WITNESS WHEREOF, I have subscribed my name this 5th day of June, 1997.

Signed, Sealed & Delivered
In Our Presence



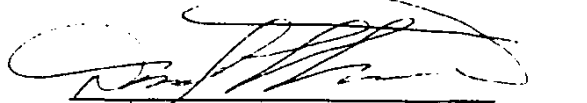
Vanessa H. Mitchem



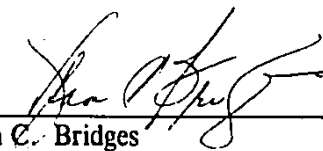
Alan C. Bridges
Incorporator

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

THE UNDERSIGNED being familiar with the duties and responsibilities of a registered agent, hereby accepts appointment as registered agent for **Resort Suncare Specialists, Inc.**



Vanessa H. Mitchem



Alan C. Bridges
Registered Agent

FILED
97 JUN 11 AM 11:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA