

TRANSMITTAL LETTER

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NOTE: Please provide the original and one copy of the articles.

10-13-97
105

ARTICLES OF INCORPORATION

OF

SEA-CARE PRODUCTS, INC.

FILED STATE
SECRETARY OF CORPORATIONS
91 OCT 10 AM 8:50

ARTICLE 1

The name of this corporation is

ARTICLE II

This corporation is organized for the purpose of spreading the Gospel of Jesus Christ around the world. It will engage in the business of acquiring, storing, distributing and marketing of products and any and all other lawful business. This corporation is not to be construed to be a Not-for-profit corporation, and will not be obligated to observe those laws, rules, and regulations, even though the intent is to use some or all of the profit of this corporation to fund Christian Not-for-profit ventures, which result in the winning of souls to a saving knowledge of Jesus Christ.

ARTICLE III

This corporation is authorized to issue SEVENTY-FIVE MILLION (75,000,000) , (\$0.0001) par value common stock, which shall be designated "Common Shares, which is the only class of stock.

ARTICLE IV

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 V

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

ARTICLE VI

The street address of this corporation is 9741 Berechah Drive, Hollywood, Florida 33024 and the name of the initial registered agent of this corporation at that address is MICHIE PROCTOR.

ARTICLE VII

This corporation shall have one director initially. The number of directors may be increased from time to time by the by-laws but shall not be less than one. The name and address of the initial director of this corporation is:

Michie Proctor
9741 Berechah Frive
Hollywood, Florida 33024

ARTICLE IX

This 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 shareholders is subject to this reservation. Every amendment shall be approved by the directors, and shall be approved at a stockholders meeting by the majority of the stock entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment be made to these Articles.

ARTICLE X

The period of duration of the corporation is perpetual.

IN WITNESS WHEREOF, the undersigned subscribed has executed these articles of incorporation this 9th day of OCTOBER, 1997

Michie Proctor, Ph.D.
MICHIE PROCTOR, PH.D.
Incorporator and
Registered Agent

STATE OF FLORIDA)

SS:

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared MICHIE PROCTOR, who is well known to me to be the person described herein who subscribed to the above Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in Broward Co. Florida in said Broward County, Florida, this 9th day of Oct 1997.

[Signature]
Notary Public



Josephine Perez
MY COMMISSION # CC538400 EXPIRES
February 29, 2000
BONDED THROUGH TROY PAUL INSURANCE, INC.

FILED
SECRETARY OF
DIVISION OF CORP.
97 OCT 10

STATE OF FLORIDA

DEPARTMENT OF STATE

CERTIFICATE designating place of business or domicile for the service of process within this State, naming agent upon whom process may be served and names and addresses of the officers and directors.

THE FOLLOWING is submitted in compliance with Section 48.091 Florida Statutes:

SEA-CARE PRODUCTS, INC.

a corporation organizing under the laws of the State of Florida with its principal office at 9741 Berechah Drive, Hollywood, Fl. 33024, has named MICHIE PROCTOR, 9741 Berechah Drive, Hollywood, Fl. 33024, as its agent to accept service of process with this state.

OFFICERS:

MICHIE PROCTOR, President/Secretary/Treasurer 9741 Berechah Drive
Hollywood, Fl. 33024

ACCEPTANCE:

I agree as Resident Agent to accept service of process; to keep office open during prescribed hours; to post my name and any other officers of said corporation authorized to accept service of process at the above designated Florida address in some conspicuous place in the office as required by law.