

(SAMPLE LETTER OF TRANSMITTAL)

P98000021134

Date MARCH 04, 1998

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

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*****70.00 *****70.00

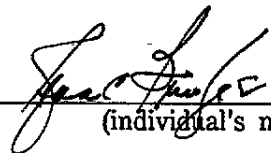
Re RESORT SUNCARE SPECIALISTS II, INC., Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$70.00.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,


(individual's name)

RESORT SUNCARE SPECIALISTS II, INC.
(name of corporation)

MAILING ADDRESS OF CORPORATION		
4630 KIRKMAN RD. - Ste # 224		
ORLANDO	FLORIDA	328
PHONE		
(407)	592 - 8851	
Area Code	Number	Ext.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAR -5 PM 2:30

FILED

ARTICLES OF INCORPORATION

of
RESORT SUNCARE SPECIALISTS, II, INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

RESORT SUNCARE SPECIALISTS II, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND shares (1000) of COMMON
Dollar(s) (\$ 0.01) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:
The principal office of the corporation is the same as the registered office.

NAME	DENNIS BRIDGES		
ADDRESS	4630 KIRKMAN ROAD - Ste # 224		
CITY	ORLANDO, FLORIDA 32811	FLORIDA FLORIDA	ZIP 32811

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	ALAN C. BRIDGES		
ADDRESS	4630 KIRKMAN ROAD - Ste # 224		
CITY	ORLANDO	STATE FLORIDA	ZIP 32811
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP


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TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

NAME	ALAN C. BRIDGES		
ADDRESS	4630 KIRKMAN ROAD - Ste # 224		
CITY	ORLANDO,	STATE	FLORIDA ZIP 32811
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 04 day of MARCH, 19 98.


 _____ (Seal)
 _____ (Seal)
 _____ (Seal)

STATE OF FLORIDA)
 COUNTY OF Orange) SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

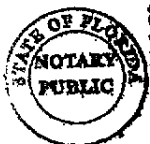
Alan Carlos Bridges

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that He executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 4 day of March, 1998.

(Notary Seal)

(Notary Public, State of Florida at Large)



SETH HERMAN
 My Comm Exp. 4/18/99
 Bonded By Service Inc
 No. CC453730

() Personally Known

() Other I.D.

My Commission expires:

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

RESORT SUNCARE SPECIALISTS II, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 4630 KIRKMAN ROAD - Ste # 224

ORLANDO, FLORIDA 32811

has named DENNIS BRIDGES

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at
the place designated in this certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of Florida Law in keeping open said office.

8 Dennis Bridges
(registered agent)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA