

P980000068216

Skier's Plus, Inc.
5439 Beaumont Center Blvd.
Suite 1045
Tampa, Florida 33634

July 28, 1998

900002607539--1

-08/05/98--01015--001

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

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

Re: Skier's Plus, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for the \$70.00 filing fee.

From: Skier's Plus, Inc.
5439 Beaumont Center Blvd.
Suite 1045
Tampa, Florida 33634

Thank you for your time and cooperation concerning this matter.

Sincerely,

Cheri Harris

Cheri Harris
Operations Manager

FILED
98 JUL 31 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 8/5/98

**ARTICLES OF INCORPORATION
OF
SKIER'S PLUS, INC.**

FILED
98 JUL 31 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME / PRINCIPAL OFFICE

Skier's Plus, Inc. shall be the name of this corporation. The principal place of business and mailing address of the corporation shall be 5439 Beaumont Center Blvd. Suite 1045, Tampa, Florida 33634.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is: The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have on hand at any time is 1000 shares of common stock, having a par value of \$1.00. The authorized capital stock may be paid for in cash, services or other property at a just value to be fixed by the board of directors of the corporation at any regular or special meeting of the same.

ARTICLE IV - ADDRESS AND RESIDENT AGENT

The street address of the initial registered office of this corporation is: 5439 Beaumont Center Blvd., Suite 1045, Tampa, Florida 33634; and the name of the initial registered agent of the corporation at that address is: J. Scott Fenimore. J. Scott Fenimore having been so named to accept said designation to act in said capacity and agrees to comply with the provisions of the Florida Statutes relating to keeping open said office and so accepts by signing the Articles of Incorporation hereunder.

ARTICLE V - DIRECTORS

The corporation shall have no less than one director nor more than nine (9). The number may be increased or decreased as may be authorized by the By-Laws of this corporation. The number of directors constituting the initial Board of Directors shall be one.

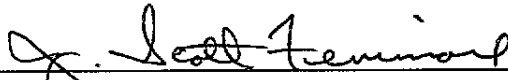
ARTICLE VI – INITIAL DIRECTOR AND INCORPORATOR

J. Scott Fenimore 5439 Beaumont Center Blvd.
Suite 1045
Tampa, Florida 33634

ARTICLE VII – TERM OF EXISTENCE

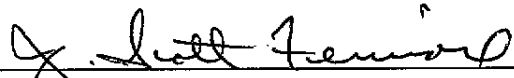
This corporation shall exist perpetually.

The undersigned has executed these Articles of Incorporation for Skier's Plus,
Inc. this 28th day of July 1998.


J. SCOTT FENIMORE,
Incorporator and Registered Agent

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION**

J. Scott Fenimore, having been designated as the Registered Agent in the above
and foregoing Articles, is familiar with and hereby accepts the obligations of the position
of Registered Agent under Section 607.0505, Florida Statutes.


J. SCOTT FENIMORE, Registered Agent

FILED
98 JUL 31 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA