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KIRKPATRICK & LOCKHART LLP

MIAMI CENTER-20TH FLOOR
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-2399

TELEPHONE (305) 539-3300
FACSIMILE (305) 358-7095

JAN E. BLANCK
(305) 539-3364
BLANCKJE@KL.COM

August 28, 1998

Ms. Karen Beyer
Bureau Chief Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
8-25-98

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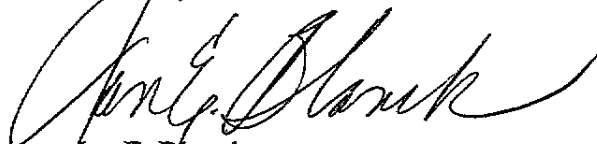
Re: Sea & Ski Holdings, Inc.

Dear Ms. Beyer:

Enclosed for filing with the Secretary of State of Florida are duplicate copies of Articles of Incorporation for Sea & Ski Holdings, Inc., a proposed Florida corporation. Also enclosed is our check in the amount of \$122.50 in payment of filing fees, registered agent designation fees and a certified copy, as well as a return Federal Express envelope for your convenience in forwarding the copy to us.

Thank you very much for your cooperation with this matter.

Sincerely,



Jan E. Blanck,
Lawyer's Assistant to Troy J. Rillo

cc: Troy J. Rillo, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MI-66086.01

EFFECTIVE DATE
8-25-98

ARTICLES OF INCORPORATION
OF
SEA & SKI HOLDINGS, INC.

The undersigned, acting as incorporator of Sea & Ski Holdings, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation (the "Corporation") is:

Sea & Ski Holdings, Inc.

ARTICLE II
ADDRESS

The address of this Corporation is:

8180 N.W. 36TH Street, Suite 105
Miami, Florida 33166.

ARTICLE III
DURATION

The Corporation shall have a perpetual duration.

ARTICLE IV
PURPOSE

The purpose of the Corporation shall be to engage in any and all business permitted according to the laws of the United States of America and Florida.

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TALLAHASSEE, FLORIDA

ARTICLE V
CAPITAL STOCK

(a) The Corporation's total authorized capital stock shall be twenty one million (21,000,000) shares, consisting of: (i) twenty million (20,000,000) shares of common stock, par value \$0.001 per share, and one million (1,000,000) shares of preferred stock, no par value (the "Preferred Stock").

(b) The Preferred Stock may be issued from time to time in one or more classes or series with such voting rights, full or limited, or without voting rights, and with such designations, preferences and relative, participating, optional or special rights, and qualifications, limitations or restrictions as are stated herein and as shall be stated and expressed in the resolution or resolutions providing for the issue of such stock adopted by the Board of Directors of the Corporation (the "Board of Directors") in its sole discretion as hereinafter prescribed.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be c/o Kirkpatrick & Lockhart LLP, 201 South Biscayne Boulevard, Suite 2000, Miami, Florida 33131, and the registered agent for the Corporation at that address shall be Clayton E. Parker, Esquire.

ARTICLE VII
DIRECTORS' AND OFFICERS' LIABILITY AND INDEMNITY

Every person who now is or hereafter shall be a Director or Officer of the Corporation or a subsidiary thereof shall be indemnified to the fullest extent permitted by law by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him or her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he or she is or shall be made a party by reason of his or her being or having been a Director or Officer of the Corporation (whether or not he or she is a Director or Officer of the Corporation or a subsidiary thereof at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him or her). The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

ARTICLE VIII
EFFECTIVE DATE

The effective date of filing of these Articles of Incorporation shall be August 25, 1998.

ARTICLE IX
INCORPORATOR

The name and street address of the incorporator is:

Name

Address

Clayton E. Parker

c/o Kirkpatrick & Lockhart LLP
201 South Biscayne Boulevard, Suite 2000
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of August, 1998.



Clayton E. Parker, Incorporator

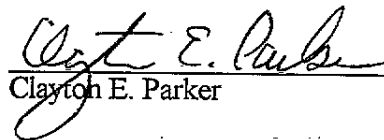
CERTIFICATE OF REGISTERED AGENT

OF

SEA & SKI HOLDINGS, INC.

Having been named to accept service of process for SEA & SKI HOLDINGS, INC., at the place designated in the foregoing Articles of Incorporation, Clayton E. Parker agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATE: August 28, 1998



Clayton E. Parker

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA