

P98000087562

SEELIFE, INC.
2490 S.W. 4th Avenue
Miami, Florida 33129

October 5, 1998

Secretary of State
Corporate Division
Post Office Box 6327
Tallahassee, Florida 32314

400002657384-6
-10/07/98--01032--005
****122.50 *****78.75

Dear Sir or Madame:

Seelife and Company, Inc.

Enclosed for filing with the State please find an original Articles of Incorporation for "*Seelife, Inc.*", and a cashier's check in the amount of \$122.50 representing the filing fee and certificate fee.

Very truly yours,

Amie Davis

Amie Davis

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 12 PM 2:22

Janice Adesholt GAVE
AUTHORIZATION BY PHONE TO
CORRECT *corp. name*
DATE *10/13*
DOC. EXAM *AB*

B. BROCK OCT 13 1998

W98-23005

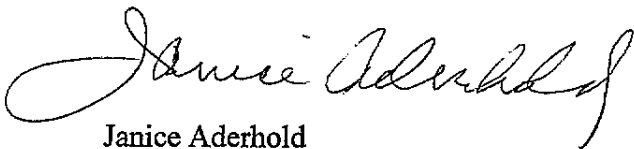
October 12, 1998

Attn: Barbara
Secretary of State - New Filings
409 East Gaines Street
Tallahassee, Florida 32399

Dear Barbara:

Enclosed is a revised set of Articles of Incorporation for "SeeLife Company, Inc." If you need anything else, please call me (1-800-737-1390 or 1-305-442-3334). Thank you.

Sincerely,

A handwritten signature in cursive script, reading "Janice Aderhold". The signature is fluid and stylized, with a large initial "J" and a long, sweeping underline.

Janice Aderhold



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 9, 1998

AMIE DAVIS
2490 S.W. 4TH AVENUE
MIAMI, FL 33129

SUBJECT: SEELIFE, INC.
Ref. Number: W98000023005

We have received your document for SEELIFE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Barbara Brock
Document Specialist

Letter Number: 298A00050260

**ARTICLES OF INCORPORATION
OF**

SeeLife and Company, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 12 PM 2: 22

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is:

SeeLife and Company, Inc.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is:

a) To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock, each share having the par value of One (\$1.00) Dollar currency of the United States of America.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

ARTICLE IV - PREEMPTIVE RIGHTS

In the event that any authorized, but unissued stock, is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds, notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation at the time such authorized, but unissued stock, such new class of stock, or such increase is offered for subscription or such bonds, notes, debentures, or other securities convertible into stock, are offered for sale, shall have the right to subscribe for the share of such authorized, but unissued stock, the shares of such new class of stock, the shares of such increased stock, or to buy such bonds, notes, debentures, or other securities, convertible into stock, before the

same is offered for public subscription or sale, in proportion to the number of shares owned respectively by each of the holders of such stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial address of the principal office of this corporation is to be 2490 S.W. 4th Avenue, Miami, Florida. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - DIRECTORS

The number of directors may be increased from time to time in the manner set forth in the By-laws, but the number of directors shall never be less than one.

ARTICLE VIII- INITIAL DIRECTORS

The name and address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows: **Matt Davis, 2490 S.W. 4th Avenue, Miami, Florida.**

ARTICLE IX - INITIAL OFFICERS

The name and address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

Matt Davis/President	2490 S.W. 4th Avenue Miami, Florida 33129
Dave Lairson/Vice President	2490 S.W. 4th Avenue Miami, Florida 33129
Amie Davis/Secretary/Treasurer	2490 S.W. 4th Avenue Miami, Florida 33129

ARTICLE X - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:
Matt Davis, 2490 S.W. 4th Avenue, Miami, Florida 33129.

ARTICLE XI - CONFLICT OF INTEREST

No contract between this corporation and other corporations or another individual shall be invalidated solely by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contracting with this corporation.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII - ADDRESS OF REGISTERED OFFICE

The initial street address of the registered office of this corporation is to be 2490 S.W. 4th Avenue, Miami, Florida 33129. The Board of Directors may from time to time, designate such other address and place for the registered office of this corporation as it may see fit.

ARTICLE XIV - SERVICE OF PROCESS

All legal service shall be made upon Matt Davis, 2490 S.W. 4th Avenue, Miami, Florida 33129.

ARTICLE XV - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses including legal expenses on appeal matter.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

IN WITNESS WHEREOF, the foregoing Articles of Incorporation were executed
this 11 day of Oct., 1998.

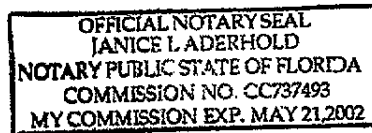
Matt Davis
By: Matt Davis

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 11th day of October, 1998,
by Matt Davis, who is personally known to me and did take an oath.

Signature: Janice L. Aderhold




**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

SeeLife and Company, Inc.

FIRST: _____, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 2490
S.W. 4th Avenue, Miami, STATE OF FLORIDA, HAS NAMED Matt Davis, 2490 S.W. 4th
Avenue, Miami, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS.

DATED: October 11, 1998.


Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

DATED: October 11, 1998.

By: 