

**JONES
FOSTER
JOHNSTON
& STUBBS, P.A.**
Attorneys and Counselors

John B. McCracken, Esq.
Direct Dial: (561) 650-0471
Direct Fax: (561) 650-0431
E-mail: jmccracken@jones-foster.com

February 2, 1999

Department of State
Division of Corporations
P.O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32399

Gentlemen:

Re: Waimea International, Inc.

Enclosed are the original and a copy of the Articles of Incorporation of the captioned proposed corporation. Please file the original and return the copy certified.

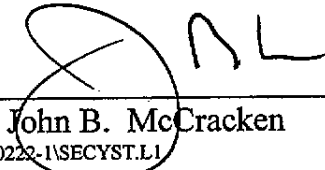
A check in the amount of \$78.75 is enclosed to cover the \$35.00 filing fee, the \$8.75 fee for the certified copy, and the \$35.00 Registered Agent fee.

Please note that Article XI of the Articles of Incorporation provides that this corporation shall commence its corporate existence upon the date of execution of the Articles.

Sincerely yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By


John B. McCracken

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Enclosures

Flagler Center Tower, Suite 1100
505 South Flagler Drive
West Palm Beach, Florida 33401
Telephone (561) 659-3000

Mailing Address
Post Office Box 3475
West Palm Beach, Florida 33402-3475
Facsimile (561) 832-1454

FILED
99 FEB - 3 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-02/04/99-01017-004
*****78.75 *****78.75

EFFECTIVE DATE

1-29-99

P. Hall FEB - 5 1999

(7)

**ARTICLES OF INCORPORATION
OF
WAIMEA INTERNATIONAL, INC.**

FILED
99 FEB -3 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, and file these Articles for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

EFFECTIVE DATE

1-29-99

Name

The name of this corporation shall be WAIMEA INTERNATIONAL, INC.

ARTICLE II

Purpose

This corporation is organized for the purpose of promoting and distributing sun care products internationally, and for the purpose of transacting any or all lawful business.

ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of 1,000,000 shares of common stock of \$1.00 par value, fully paid and non-assessable.

ARTICLE IV

Principal Office and Mailing Address

The Principal Office and the Mailing Address of this corporation is 720 North Drive, Melbourne, Brevard County, Florida 32934.

ARTICLE V

Registered Agent/Registered Office

The initial Registered Agent of this corporation is John B. McCracken, located at the Registered Office of the corporation at 505 South Flagler Drive, Suite 1100, West Palm Beach, Palm Beach County, Florida 33401-3475.

ARTICLE VI

Initial Board of Directors

This corporation shall initially have one (1) Director. The number of Directors may be changed from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director is:

Spencer L. Murfey, III
720 North Drive
Melbourne, Florida 32934

ARTICLE VII

Special Provisions

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting and the annual directors' meeting shall be fixed and provided for in the by-laws, and notice of same shall be given in one of the methods provided by law. Any shareholder or director may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

B. There shall be a President, a Secretary and a Treasurer of this corporation, and such assistants as the shareholders may, by resolution, determine to be necessary and/or as provided in the by-laws. This corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the shareholders and/or in the by-laws. Any

person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly-called and noticed meeting declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, directors may, at any time, by majority vote at a duly-called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

C. The directors may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office or directorship in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act, or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anyway interested.

ARTICLE VIII

Officers

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be:

Spencer L. Murfey, III	President
720 North Drive	
Melbourne, Florida 32934	

Ideal Baldoni	Secretary/Treasurer
720 North Drive	
Melbourne, Florida 32934	

ARTICLE IX

Incorporator

The name and address of the incorporator is:

Spencer L. Murfey, III
720 North Drive
Melbourne, Florida 32934

ARTICLE X

Amendment

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

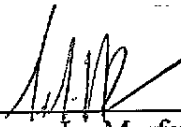
ARTICLE XI

Commencement

This corporation shall commence its existence upon the date of execution of these Articles of Incorporation pursuant to Florida Statutes 607.0203, providing that

corporate existence may begin up to five days before the filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 29 day of January, 1999.



Spencer L. Murfey, III, Incorporator

CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

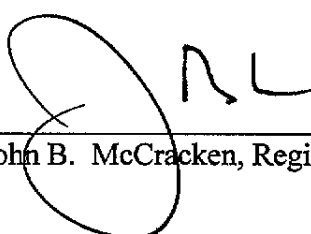
FILED
FEB -3 AM 9:07
SECTION OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That WAIMEA INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida, has named John B. McCracken, located at the Registered Office of the corporation at 505 South Flagler Drive, Suite 1100, West Palm Beach, Palm Beach County, Florida 33401-3475, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

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.



John B. McCracken, Registered Agent

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