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Corporate Offices
Fun in the Sun Co. Com, Inc.
A Florida Corporation

FILED
99 JUL -2 AM 7:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11077 Nutmeg Drive, Suite 1000; Palm Beach Gardens, Florida 33418
Telephone: (561) 626-8259
Fax: (561) 627-6718
E-mail raylou@bellsouth.net

Louise M. Keipper
Chairman, Treasurer & Chief Executive Officer

Donald F. Catalano
President & Chief Operating Officer

Nicholas A. Keipper
Secretary

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-07/02/99-01034-013
*****70.00 *****70.00

June 20, 1999

DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re.: Articles of Incorporation of Fun in the Sun Co. Com, Inc.

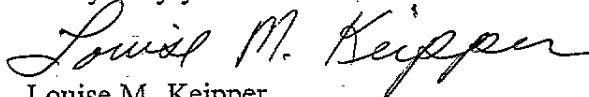
Gentlemen:

Enclosed please find:

- (a) Three sets of the articles of incorporation for the above referenced corporation, including self contained appointment of registered agent, one for filing and two to be returned to us bearing recording notations.
- (c) A check in the amount of \$70 covering the costs of filing the corporate documents.

If you have any questions or comments, please contact the undersigned.

Very truly yours


Louise M. Keipper
Incorporator

D. BROWN JUL 1 2 1999

Articles of Incorporation
of
Fun in the Sun Co. Com, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to 607, Florida Statutes, does hereby adopt the following articles of incorporation, certifying as follows:

WITNESSETH:

ARTICLE I
NAME

The name of the Corporation is:

"Fun in the Sun Co. Com, Inc."

ARTICLE II
DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III
PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
CAPITAL STOCK

1.1 Capital Stock

This Corporation is authorized to issue 7,500,000 shares, \$0.01 par value, 5,000,000 of which shall be designated as common stock, and the remaining 2,500,000 as preferred stock, with the classification, series and characteristics to be determined from time to time prior to issuance

by the Corporation's Board of Directors, subject to filing a certificate of amending these articles of incorporation by describing in required detail any such classification, series and characteristics, with the Department of State of the State of Florida, as required by Section 607.0602, Florida Statutes.

1.2 Designation of Attributes

- (A) The Board of Directors is authorized, subject to limitations prescribed by law and the provisions of this Article IV to provide for the issuance of the shares of preferred stock in classes or series, to establish from time to time the number of shares to be included in each such class or series, and to fix the designation, powers preferences and rights of the shares of each such class or series and the qualifications, limitations or restrictions thereof.
- (B) The authority of the Board with respect to each series shall include, but not be limited to, determination of the following:
 - (1) The number of shares constituting that class or series and the distinctive designation of that class or series;
 - (2) The dividend rate, if any, on the shares of that class or series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that class or series;
 - (3) Whether that class or series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;
 - (4) Whether or not the shares of that class or series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or date upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
 - (5) Whether that class or series shall have a sinking fund for the redemption or purchase of shares of that class or series, and, if so, the terms and amount of such sinking fund;
 - (6) The rights of the shares of that class or series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that class or series;
 - (7) Any other relative rights, preferences and limitations of that class or series.

ARTICLE V
QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of stockholders.

ARTICLE VI
INITIAL REGISTERED OFFICE, REGISTERED AGENT & PRINCIPAL ADDRESS

6.1 Registered Office & Registered Agent,

The street address of the initial registered office of this Corporation is 11077 Nutmeg Drive, Suite 1000; Palm Beach Gardens, Florida 33418, and the name of the initial registered agent of this corporation at such address is Louise M. Keipper.

6.2 Principal Office & Mailing Address

- (1) The Corporation's initial principal office and principal mailing address will be at 11077 Nutmeg Drive, Suite 1000; Palm Beach Gardens, Florida 33418.
- (2) The Corporation's initial telephone number will be (561) 626-8259, its initial fax number will be (561) 627-6718 and its initial e-mail address shall be raylou@bellsouth.net.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

- (1) This Corporation shall have one Director initially.
- (2) The number of Directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one.
- (3) The name and address of the initial Directors of the corporation are as follows:

Louise M. Keipper
11077 Nutmeg Drive, Suite 1000; Palm Beach Gardens, Florida 33418.

- (4) The Corporation's Board of Directors is hereby authorized, without prior stockholder approval, to amend these Articles of Incorporation, from time to time, in order to effect

splits or reverse splits of the Corporation's common or preferred stock; increase the amount of authorized capital stock and determine the attributes thereof, provided that such amendment may not detrimentally affect the rights of holders of outstanding capital stock, other than as a result of *pro rata* dilution; designate the attributes of the preferred stock; change the name of the Corporation; and, such other matters as may be otherwise permitted under then applicable laws of the State of Florida.

ARTICLE VIII INCORPORATORS

The name and addresses of the Corporation's incorporator is:

Louise M. Keipper
11077 Nutmeg Drive, Suite 1000; Palm Beach Gardens, Florida 33418

ARTICLE IX INDEMNIFICATION

The Corporation shall indemnify its Officers, Directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X LIMITATION ON STOCKHOLDER ACTIONS

- (1) Stockholders shall not have a cause of action against the Corporation's Officers, Directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissibly in conflict with the public policy of the State of Florida.
- (2) No stockholder may assert a derivative cause of action on behalf of the Corporation, rather, any claims that would give rise to derivative causes of action shall be submitted in writing, specifying the nature of the cause of action and providing all evidence associated with such claim, to a special committee of the Board of Directors comprised of members who do not also serve as officers of the Corporation and are not reasonably involved with the subject cause of action, or if no such directors are serving, to legal counsel designated by the Corporation in which no attorney holds shares of the Corporation's securities, holds any office or position with the Corporation or is related by marriage or through siblings, parents or children to any officer or director of the Corporation, and the decision to

litigate, or not to litigate by such special committee or special counsel shall be binding on the Corporation and the submitting stockholder or stockholders; unless the foregoing procedure has not been followed within 90 days after completion of the submission by the subject stockholder.

- (3) The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

ARTICLE XI
AFFILIATED TRANSACTIONS

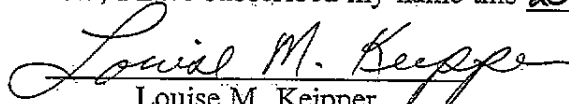
This Corporation shall not be subject to the restrictions or requirements for affiliated transactions imposed by Sections 607.0901, Florida Statutes, as permitted by the waiver provisions of Section 607.0901(5)(b) thereof.

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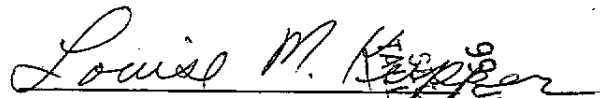
IN WITNESS WHEREOF, I have subscribed my name this 20th day of June, 1999.


Louise M. Keipper
Incorporator

REGISTERED AGENT'S
CONFIRMATION OF PRIOR ACCEPTANCE OF APPOINTMENT

Having been previously named as registered agent to accept service of process for Fun in the Sun Go.Com, Inc., at the place designated in this certificate, I hereby confirm acceptance of the appointment as registered agent and agree to act in this capacity. I hereby further agree to comply with the provisions of all statutes relating to the proposer performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

June 20th, 1999


Louise M. Keipper
Registered Agent

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