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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : JOHN L. TOMLINSON
Account Number : I19980000017
Phone : (954) 771-9336
Fax Number : (954) 771-9488

FLORIDA PROFIT CORPORATION OR P.A.

Sea Masque International, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 12 PM 12:50

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Articles of Incorporation

ARTICLE I - NAME

The name of this corporation is Sea Masque International, Inc.

ARTICLE II - PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is 500 NW 62nd Street, Ste 455, Fort Lauderdale, FL 33309.

ARTICLE III - DURATION

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

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all-lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 500 NW 62nd Street, Ste 455, Fort Lauderdale, FL 33309 and the name of the initial registered agent of this corporation at this address is John L. Tomlinson.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the by-laws. The names and addresses of the of the initial Board of Directors of this corporation are

Name

Address

Peter Einheuser

63 Castle Harbor Isle
Fort Lauderdale, FL 33308

Ralph R. Riss

7215 Dog Leg Court
Port Richey, FL 34668

John L. Tomlinson

500 NW 62nd Street, Ste 455 phone 954 771 9336
Fort Lauderdale, FL 33309

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ARTICLE IX - INCORPORATORS

The name and address of each person signing these Articles is:

<u>Name</u>	<u>Address</u>
John L. Tomlinson	500 NW 62 nd Street, Ste 455 Fort Lauderdale, FL 33309

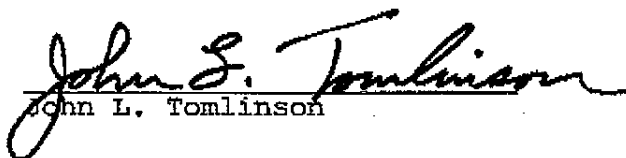
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision in these Articles of Incorporation, or any amendment hereto, and right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of Incorporation this 11th day of October 1999.


John L. Tomlinson

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

IN COMPLIANCE WITH SECTION 607.034, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED

FIRST THAT Sea Masque International, Inc. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF FT. LAUDERDALE, STATE OF FLORIDA, HAS NAMED John L. Tomlinson 500 NW 62nd Street, Ste 455, Fort Lauderdale, FL 33309 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

John L. Tomlinson
Corporate Officer

TITLE

Secretary

DATE

10/11/99

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I further agree to comply with provisions of all statutes relative to the proper performance of my duties.

SIGNATURE

John L. Tomlinson
(Resident Agent)

DATE

10/11/99

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