

Charter Number Only

PP900106867

VALIDATION ON 12/11/99

H. Scott Hecker

Registrar's Name

517 SW 1 AVENUE

Address

Fort Lauderdale FL 33301

City

State

ZIP

Phone

38118

CORPORATION(S) NAME

500003061225-8
-12/06/99-01026-013
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FILED
99 DEC 10 AM 10:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Empire Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
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| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
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99 DEC -5 AM 9:34



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 6, 1999

EMPIRE

MIAMI, FL

SUBJECT: H20, INC,
Ref. Number: W99000027764

We have received your document for H20, INC,. However, the document has not been filed and is being returned for the following:

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.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 899A00057303

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ARTICLES OF INCORPORATION

OF

ST. TROPEZ INCORPORATED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

KNOW ALL MEN BY THESE PRESENTS: That the undersigned person, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be ST. TROPEZ
INCORPORATED

ARTICLE II - DURATION OF EXISTENCE

This corporation shall exist perpetually, commencing on the date these Articles are filed in the Office of the Secretary of State.

ARTICLE III - PLACE OF BUSINESS

The corporation's principal place of business shall be 517 SW
FIRST AVENUE, FT. LAUDERDALE, FLORIDA 33301

ARTICLE IV - GENERAL PURPOSES

The purpose of this corporation is to engage in any activities or lawful business permitted for corporations under both the laws of the United States of America and the State of Florida.

ARTICLE V - CAPITAL STOCK

(I) The corporation shall have authority to issue one thousand shares (1,000) of common stock, all of one class, with a par value of One Dollar (\$1.00) per share.

(II) All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of stock to be issued as hereinafter set forth, and when so issued, shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive and binding upon the present subscribers or future stockholders of the corporation.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The address of the initial registered office is 517 SW FIRST AVE., FT. LAUDERDALE, FLORIDA, 33301, Florida, and the name of its initial registered agent at said address is H. SCOTT HECKER.

ARTICLE VII - BOARD OF DIRECTORS

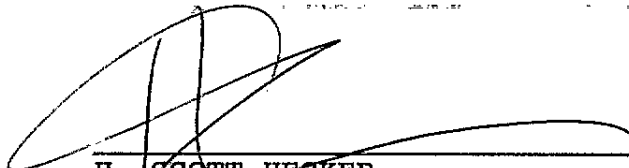
(I) The corporation shall have a minimum of one (1) director, and shall have one (1) director initially. The number of directors may be increased from time to time by amendment of the By-Laws.

(II) The name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until its successors are elected and qualify, are H. SCOTT HECKER, MICHAEL HOLDEN, AND CHRISTOPHER O'TOOLE.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of the corporation is H. SCOTT HECKER, 517 SW FIRST AVE., FT. LAUDERDALE, FLORIDA 33301.

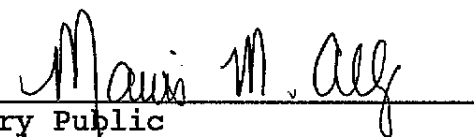
IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 2 day of DECEMBER, 1999.


H. SCOTT HECKER

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared H. SCOTT HECKER, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to the law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County last aforesaid, this 2 day of DECEMBER, 1999.


Notary Public
State of Florida at Large

My Commission Expires:



Mavis M. Alley
MY COMMISSION # CC525585 EXPIRES
February 16, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

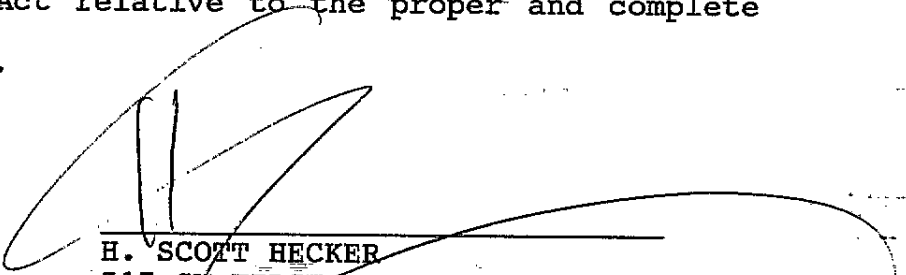
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

The following is submitted, in compliance with Section 48.091,
Florida Statutes,

THAT ST. TROPEZ INCORPORATED
a corporation organizing under the laws of the
State of Florida, has named H. SCOTT HECKER, as its Registered
Agent to accept service of process within this State, whose
registered office is located at 517 SW FIRST AVE., FT. LAUDERDALE,
FLORIDA.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
entitled corporation, at the place designated in this Certificate,
I hereby accept to act in this capacity, and agree to comply with
the provisions of said Act relative to the proper and complete
performance of my duties.



H. SCOTT HECKER
517 SW FIRST AVE.,
FT. LAUDERDALE, FLORIDA 33301
Registered Agent
Dated: Dec. 12, 1999

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99 DEC 10 AM 10:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA