

KELLY THOMPSON

SEAOLOGY™ CREATOR, FOUNDER, AND PARTNER



Kelly Thompson is the creator, founder, and partner of Seaology™, an extensive line of personal care products made with marine and plant extracts. The environmentally sensitive products, which are sold worldwide, are made from a patented formula incorporating a special marine extract known as “Laminaria Digitata,” which moisturizes the skin with a healthy glow of youth. In August 2006, Kelly presented selected products from the Seaology™ line on the QVC Shopping Network.

Prior to her creation of Seaology™, Kelly co-hosted a prime-time shopping show on QVC titled, Hollywood Style. She developed and sold all products that were “Hot In Hollywood” at QVC prices.

Before her show on QVC, Kelly worked as a Motion Picture and Television development executive. She worked with stars, costume designers and film directors as Vice President of LTE Productions. Most notably she worked with acclaimed actress Jane Seymour on the CBS movie Murder In The Mirror, two time Academy Award Nominee Mary McDonnell on CBS’s Replacing Dad, Renee Faia on ABC’s And The Beat Goes On: The Sonny and Cher Story, and William Shatner on the independent movie Free Enterprise, which premiered with her orchestration at the 1999 Cannes Film Festival.

Kelly is a member of Women In Film and takes part in several charity organizations including Race to Erase MS with Nancy Davis, Tommy Hilfiger and Montel Williams, and the Carousel Ball of Hope for Juvenile Diabetes.

While attending Salem State College in 1987, Kelly was the on-air anchorwoman for Salem Massachusetts’ “Sunrise News.” Two years later she worked with the Mayor of Boston creating a public access cable interview show titled, “The Kelly LeBlanc Show.”

Kelly and her husband, Larry Thompson, reside in Beverly Hills, California with their daughter, Taylor, and son, Trevor.



FRED V. ALIAS

SEALOGY™ PARTNER AND CO-FOUNDER SANDCASTLE RESORTS

Mr. Alias began his involvement in the hotel industry at Holiday Inns, Inc. in the capacity of National Sales Representative in Los Angeles, CA for the then 1,100-inn hotel chain. He was promoted to Assistant to the Senior Vice President of Marketing for Holiday Inns, Inc., in charge of all sales offices outside the continental United States. Offices under his direction, included Tokyo, London, Paris and Zurich. Mr. Alias left Holiday Inns in 1973 to join Atlanta-based W.B. Johnson Properties, Inc. His 9 years with this company began as Vice President of Marketing, then as Vice President of Development, Executive Vice President of Operations, and ultimately as Chief Operating Officer. Under his direction the firm created, owned and operated the Ritz Carlton hotel chain, went from owning and operating 5 Holiday Inns to a network of 12 of the largest Holiday Inns on the East Coast, in addition to the ownership and development of 5 Marriott Hotels. Mr. Alias developed the 1,150 room Orlando Marriott, which at the time and still remains so today, the largest franchise ever granted by Marriott Corporation in the United States. Mr. Alias also developed the Brickell Holiday Inn Crowne Plaza in Miami, Florida, which was the largest Holiday Inn franchise granted at the time.

Mr. Alias has developed, operated and owned the following hotels:

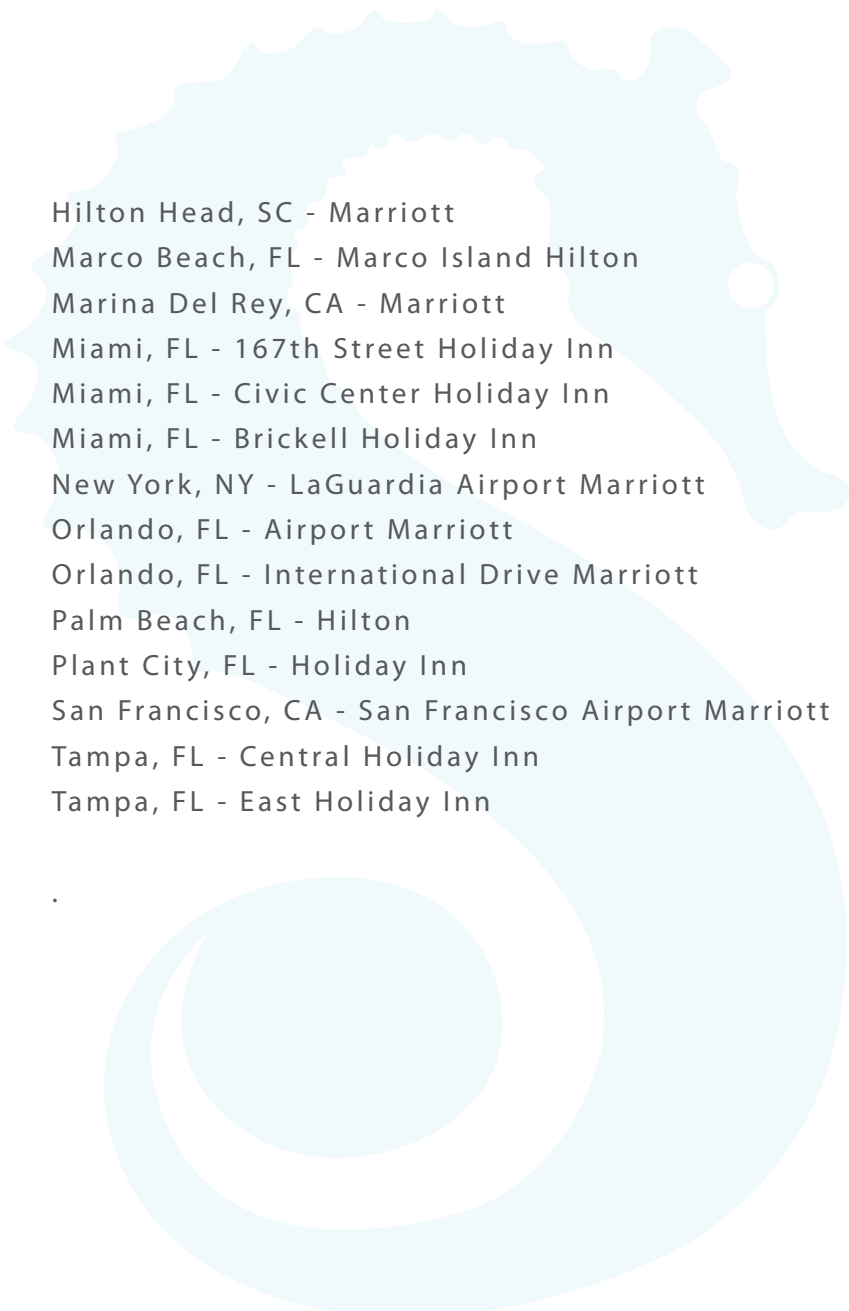
- 650 Rooms Atlanta, GA - Airport Marriott
- 200 Rooms Atlanta, GA - Airport Embassy Suite
- 400 Rooms Atlanta, GA - Monarch Hotel - Ritz Carlton Buckhead
- 180 Rooms Bettendorf, IA - Holiday Inn
- 214 Rooms Clearwater, FL - Central Holiday Inn
- 300 Rooms Clearwater Beach, FL - Holiday Inn
- 492 Rooms Clearwater, FL - Holiday Inn Surfside
- 151 Rooms Daytona Beach, FL - Indigo Lakes Holiday Inn
- 598 Rooms Destin, FL - Sandestin Beach Hilton
- 300 Rooms Ft. Lauderdale, FL - Airport Holiday Inn
- 250 Rooms Ft. Lauderdale, FL - North Holiday Inn



FRED V. ALIAS

SEAOLGY™ PARTNER AND CO-FOUNDER SANDCASTLE RESORTS

Continued



350 Rooms	Hilton Head, SC - Marriott
300 Rooms	Marco Beach, FL - Marco Island Hilton
297 Rooms	Marina Del Rey, CA - Marriott
168 Rooms	Miami, FL - 167th Street Holiday Inn
187 Rooms	Miami, FL - Civic Center Holiday Inn
650 Rooms	Miami, FL - Brickell Holiday Inn
300 Rooms	New York, NY - LaGuardia Airport Marriott
650 Rooms	Orlando, FL - Airport Marriott
1150 Rooms	Orlando, FL - International Drive Marriott
134 Rooms	Palm Beach, FL - Hilton
300 Rooms	Plant City, FL - Holiday Inn
300 Rooms	San Francisco, CA - San Francisco Airport Marriott
365 Rooms	Tampa, FL - Central Holiday Inn
186 Rooms	Tampa, FL - East Holiday Inn

FRANK L. FLAUTT, JR.

SEAOLOGY™ PARTNER AND CO-FOUNDER SANDCASTLE RESORTS

Mr. Flautt began his career in hospitality in 1963, joining Holiday Inns, Inc. as Director of U.S. Franchise Sales and became Senior Vice President of International Franchise Sales, which granted licenses to all franchises outside of the United States. After a successful 6 years, he left Holiday Inns to become the President of W.B. Johnson Properties (owner of the Ritz Carlton Hotel Company). In 1974, Mr. Flautt formed Flautt Properties, Inc., which offered a full range of real estate services including development, construction, supervision, management and accounting. Executives of Holiday Inns, Inc. named 8 of the hotels managed by Flautt Properties in its worldwide system's Top Twenty Inns. Additionally, the company won numerous development awards. In December 1990, when Mr. Flautt sold his 100% interest in Flautt Properties to more actively pursue the expansion of Sandcastle Resorts, the company was managing 18 hotels. In 1990, in addition to continuing to develop hotels, Mr. Flautt began developing condominium projects throughout north and south Florida.

Mr. Flautt has developed, operated and owned the following hotels:

- 241 Rooms Alexandria, VA - Hilton
- 469 Rooms Asheville, NC - Holiday Inn (4 Properties)
- 328 Rooms Atlanta, GA - Capital Airport Inn
- 234 Rooms Atlanta, GA - Embassy Suites/Airport
- 242 Rooms Augusta, GA - Holiday Inn
- 150 Rooms Augusta, GA - Holiday Inn
- 110 Rooms Austin, TX - Hampton Inn
- 102 Rooms Austin, TX - Homewood Suites
- 180 Rooms Bettendorf, IA - Holiday Inn
- 200 Rooms Chester, VA - Holiday Inn
- 214 Rooms Clearwater, FL - Central Holiday Inn
- 300 Rooms Clearwater Beach, FL - Holiday Inn
- 200 Rooms Columbia, SC - Holiday Inn
- 151 Rooms Daytona, FL - Indigo Lakes Holiday Inn
- 598 Rooms Destin, FL - Sandestin Beach Hilton



FRANK L. FLAUTT, JR.

SEALOGY™ PARTNER AND CO-FOUNDER SANDCASTLE RESORTS

Continued



328 Rooms	Fair Oaks, VA - Holiday Inn
154 Rooms	Fairfax City, VA - Holiday Inn
300 Rooms	Ft. Lauderdale, FL - Airport Holiday Inn
250 Rooms	Ft. Lauderdale, FL - North Holiday Inn
297 Rooms	Ft. Lauderdale, FL - Sunrise Hilton
300 Rooms	Marco Beach, FL - Marco Island Hilton
200 Rooms	Memphis, TN - Ramada Inn
113 Suites	Memphis, TN - Hawthorn Suites
168 Rooms	Miami, FL - 167th Street Holiday Inn
187 Rooms	Miami, FL - Civic Center Holiday Inn
477 Rooms	Nashville, TN - Hyatt
154 Rooms	Orlando, FL - Midtown Holiday Inn
200 Rooms	Orlando, FL - Ramada Inn
134 Rooms	Palm Beach, FL - Hilton
228 Rooms	Petersburg, VA - Holiday Inn
250 Rooms	Pittsburgh, PA - Embassy Suites
300 Rooms	Plant City, FL - Holiday Inn
250 Rooms	Raleigh, NC - Holiday Inn
160 Rooms	Richmond, VA - Holiday Inn
170 Rooms	Roswell, GA - Holiday Inn
300 Rooms	San Francisco, CA - San Francisco Airport Marriott
186 Rooms	Tampa, FL - East Holiday Inn
365 Rooms	Tampa, FL - Central Holiday Inn

FRANK L. FLAUTT, JR.

SEAOLGY™ PARTNER AND CO-FOUNDER SANDCASTLE RESORTS

Continued

CONDOMINIUMS

The Tides at Tops'I, Inc.

This 164-unit residential condominium project in Destin, Florida, began its presale in September of 1996. Construction of this \$46 million project began in April of 1997 and was completed in late 1998.

The Summit at Tops'I, Inc.

This 154-unit residential condominium project in Destin, Florida was completed in January of 1997. The project had a sellout in excess of \$32 million.

Beachwalk Villas

The final phase of Beachwalk Villas, located in Sandestin Resort, Destin, FL, was begun in 1989 and completed in 1990.

Harbor Place

This 12-unit residential condominium project located on the harbor in Destin, Florida started in 1998 and completed in 2000.

Jackson Tower East Las Olas

This 124-unit residential condominium project is located at the Atlantic Ocean and Las Olas Boulevard in Ft. Lauderdale, Florida. The project has a \$54 million sell-out and will start closing units in April 2001. All but 5 units have been sold.

