

122567

Watson & Company, P.A.

Certified Public Accountants

The Chasyn Building
20401 NW 2nd Avenue, Suite 300
(State Road 441)
Miami, Florida 33169
(305) 653-8865
(305) 653-8866
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P9600000 15802

February 15, 1996

Ms Thelma Lewis
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

6000017212316
02/22/96 --01026--004
****122.50 ****122.50

Re: Sun Products International Inc.
Filing of Articles of Incorporation

Dear Ms Lewis:

We are the Accountants and Power of Attorney for the above captioned. Enclosed please find the Articles of Incorporation and our check in the amount of \$122.50 for the filing fee with the Secretary of State.

Please issue certificate and return with stamped articles in the usual manner.

Thanks for your service.

Sincerely
WATSON & COMPANY, P.A.

Florence Meikle
Office Manager & Admin. Assistant
for the Firm.

/fvm.
enc.

Dme
2-20-96

RECEIVED
96 FEB 19 AM 10:16
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
96 FEB 19 PM 12:20
FILED

FILED

ARTICLES OF INCORPORATION
OF
SUN PRODUCTS INTERNATIONAL, INC.

95 FEB 19 PM 12:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a Corporation under the State of Florida.

ARTICLE I

The name of the corporation is SUN PRODUCTS INTERNATIONAL, INC.

ARTICLE II
DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The Corporate existence shall commence as of filing of the Articles of Incorporation.

ARTICLE III

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
CAPITAL STOCK

The corporation is organized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock at \$1.00 par value per share. Holders of common stocks are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

ARTICLE V

SUN PRODUCTS INTERNATIONAL, INC. has named Charles D. Joseph, located at 7200 SW 165th Street, Miami, Fl. 33157 as the initial Registered Agent to accept service of process within Florida. The principal place of business of the corporation in the State of Florida is 3570 NW 59th Street, Miami, Florida 33142.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The corporation shall have two directors. The number of directors may be increased or decreased from time to time in the manner provided in the Bylaws of the Corporation. The names and street addresses of the initial Directors are:

CHARLES D. JOSEPH	7200 SW 165th St., Miami, Florida 33157
ROBERT S. DEVOS	22912 Greenview Terr, Boca Raton, FL 33433

**ARTICLE VII
INCORPORATION**

The name and address of the incorporator of these articles of Incorporation is Charles D. Joseph, 7200 SW 165th Street, Miami Florida 33157.

**ARTICLE VIII
BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE IX
INDEMNIFICATION**

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

**ARTICLE X
AMENDMENT**

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, the 14th day of Feb.
 1996.



CHARLES D. JOSEPH
SUN PRODUCTS INTERNATIONAL, INC.

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take
acknowledgment in the State and County set forth above,
personally appeared CHARLES D. JOSEPH, known to me and known by
me to be the person who executed the foregoing Article of
Incorporation, and he acknowledged before me that he executed
these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my Official Seal in the State and County aforesaid, this 14th
day of February 1996.



FLORENCE V MEIKLE
My Commission CC478250
Expires Jul. 01, 1998
Bonded by HAI
800-422-1600

Florence Meikle

NOTARY PUBLIC
State of Florida at Large

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

In compliance with Sections 48.091 and 607.034, Florida Statutes
the following is submitted:

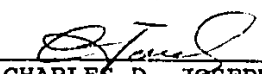
FIRST that SUN PRODUCTS INTERNATIONAL, INC., is desiring
organize or qualify under the laws of the State of Florida with
its principal place of business at 3570 NW 59th Street, Miami
Florida 33142, has named Charles D. Joseph, of 7200 SW 165th
Street, Miami, Florida 33157 as its Registered Agent to accept
service of process within Florida.

FILED
95 FEB 19 PM 12:20
SECRETARY OF STATE
TREASURY DEPARTMENT
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT

Having been named to accept service of process for the above
stated corporation, at 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
performance of my duties.

Dated this 14th day of February, 1996.

BY: 
CHARLES D. JOSEPH
Registered Agent