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

EFFECTIVE DATE
01-07-00

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

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00 JAN 11 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

SUNGRAZER, INC.

Certificate of Status	0
Certified Copy	1
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JAN-10-2000 17:50

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01-07-00

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ARTICLES OF INCORPORATION
OF
SUNGRAZER, INC.

ARTICLE I: NAME

The name of this Corporation is: SUNGRAZER, INC.
Principal address of the Corporation is:
9402 Chapman Oak Ct.
Palm Beach Gardens, FL 33410

ARTICLE II: DURATION

This Corporation shall have a perpetual existence commencing on the date of: January 7, 2000.

ARTICLE III: PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business. The specific nature of business for this professional association is Computer System Consulting.

ARTICLE IV: CAPITAL STOCK

This Corporation is authorized to issue 500 shares of Common Stock at a par value of \$1.00.

ARTICLE V: INITIAL REGISTERED AGENT AND OFFICE

The street address of the Initial Registered Office of this Corporation is: 9402 Chapman Oak Ct.
Palm Beach Gardens, FL 33410

The name of the Initial Registered Agent of this Corporation at that address is: Stefan Zimmeroff

ARTICLE VI: INITIAL CAPITAL

The initial capital with which the Corporation shall begin business is: \$500.00

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have one director, initially.

The name and address of the Initial Director of this corporation is:

Stefan Zimmeroff
9402 Chapman Oak Ct.
Palm Beach Gardens, FL 33410

JAMES F. STAHL, ACCOUNTANT
STAHL & ASSOCIATES, P.A.
138 N. SWINTON AVENUE
DELRAY BEACH, FLORIDA 33444
561-265-2229

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ARTICLE VIII: BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Directors.

Ownership of stock in this Corporation shall not be a condition preceding membership on the Board of Directors or to the election as an Officer of the Corporation.

ARTICLE IX: OFFICERS

The name and address of the Officers who shall hold office for the first year of the corporate existence or until successors have been elected and qualified are as follows:

President: Stefan Zimberoff
9402 Chapman Oak Ct.
Palm Beach Gardens, Florida 33410

Secretary: Stefan Zimberoff
9402 Chapman Oak Ct.
Palm Beach Gardens, Florida 33410

Treasurer: Stefan Zimberoff
9402 Chapman Oak Ct.
Palm Beach Gardens, Florida 33410

ARTICLE X:

The name and address of the person signing these Articles is:
Stefan Zimberoff
9402 Chapman Oak Ct.
Palm Beach Gardens, Florida 33410

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ARTICLE XI:

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation or any amendment hereto.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THE ARTICLES OF INCORPORATION, THE 7th DAY OF JANUARY.



(Registered Agent / Incorporator)

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping on said office.

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COUNTY OF PALM BEACH)

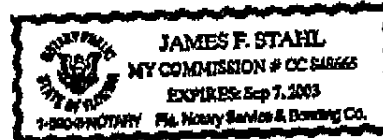
Before me, a Notary Public authorized to take acknowledgments in this State and County set forth above, personally appeared before me, Stefan Zimberoff, known to me to be this person who executed the foregoing Articles of Incorporation, and he acknowledged before me these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 10th day of January.



James F. Stahl, Notary Public

January 10, 2000



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