

Colleen A. White, Attorney at Law

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Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: SNORE B GONE INTERNATIONAL, INCORPORATED

Dear Sir/Madam,

Enclosed is the original and two copies the Articles of Incorporation, the Certificate of Designated Agent and a check in the amount of \$78.75 for the filing fee and the Certificate. I appreciate your assistance in this matter.

Again, thank you in advance and if you have any questions, please do not hesitate to contact me.

Sincerely,

C. White

Colleen A. White, Esq

CAW/day

cc: Robert Russakuff, President
SNORE B GONE INTERNATIONAL, INCORPORATED

8-25
WC

ARTICLES OF INCORPORATION

OF

SNORE B GONE INTERNATIONAL, INCORPORATED

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SECRETARY OF STATE
TALLAHASSEE, FL

The undersigned incorporator, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**Article I
NAME**

The name of the corporation shall be: Snore B Gone International Incorporated.

**Article II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business and the mailing address of this corporation shall be: 640 Camellia Terrace Court North, Neptune Beach, FL 32266.

**Article III
STOCK**

The Number of shares the corporation is authorized to issue is one hundred (100), all of which shall be of the same class, shall be of the par value of \$1.00 per share, and shall be designated common stock.

The capital of the corporation shall be at least equal to the sum of the aggregate par value of all of the issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

Each share of common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

Shareholders shall have no preemptive rights and cumulative voting shall not be permitted.

The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restriction on the sale, transfer, or encumbrance of the stock of this

corporation as they may see fit.

Article IV REGISTERED OFFICE AND AGENT

The address of the corporation's initial registered office and the name of its initial registered agent is Colleen A. White, Attorney at Law, P.O. Box 50031, Jacksonville Beach, Florida 32250-6670, or 2731 Madrid St., Jacksonville Beach, FL 32250.

Article V INCORPORATORS

The name and street address of the incorporator to the corporation is: Colleen A. White, Attorney at Law, P.O. Box 50031, Jacksonville Beach, Florida 32250-6674, or 2731 Madrid St., Jacksonville Beach, FL 32250.

Article VI DIRECTORS

The number of the initial Board of Directors shall be Two (2). The number of Directors may be increased or decreased from time to time by bylaws adopted by the shareholders. The names and residences of the Directors for the first years and until their successors shall have been elected and shall have accepted office are as follows:

Robert E. Russakoff - President, Vice President
640 Camellia Terrace Court North
Neptune Beach, FL 32266

M. B. Larizza - Secretary, Treasurer
640 Camellia Terrace Court North
Neptune Beach, FL 32266

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to:

A. Adopt the initial Bylaws of the corporation. Further the Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors,

but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

B. In general, to manage the affairs of said corporation in such a manner as shall be deemed advisable by said Board.

Article VII PURPOSE

The purpose for which the corporation is organized is as follows: in the business of marketing, public relations and sales of the Snore B Gone product.

Article VIII POWERS

The Corporation shall have all of the common law and statutory powers of a corporation for profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles; provided, however, that notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax pursuant to Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provision of any future United States Internal Revenue Law.

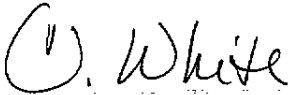
Article IX LIABILITY

The Board of Directors of this Corporation is hereby specifically authorized to make provision of indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article XI TERM

Corporate existence shall commence upon filing these Articles of Incorporation with the Secretary of State and the term of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these Articles of Incorporation this 21 day of July, 2000.


Colleen A. White, Esq., INCORPORATOR

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Section 48.091, 607.0501 and 607.0505, Florida Statutes, the following
is submitted:

SNORE B GONE INTERNATIONAL, INCORPORATED, desiring to organize or qualify under
the laws of the State of Florida hereby designates COLLEEN A WHITE, Attorney at Law, as its
registered agent to accept service of process within the State of Florida and the address of its
registered office shall be P.O. Box 50031, Jacksonville Beach, Florida 32250 OR 2731 Madrid St.,
Jacksonville Beach, FL 32250.

Having been named as registered agent to accept service of process for the above stated
corporation, at the place designated in the certificate, I hereby agree to accept the appointment as
registered agent and agree to act in this capacity. I further agree to comply with the provisions of
the statutes relating to the proper and complete performance of my duties, and I am familiar with
and accept the obligations on my position as registered agent.

Dated this ³⁰ July day of 30 July, 2000.

C. White
COLLEEN A. WHITE, ESQ.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA