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TRANSMITTAL LETTER

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT -5 AM 9:18

FILED

SUBJECT: Sundial Capital Group, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Frank Berman
Name (Printed or typed)

13630 58th Street
Address

Clearwater, FL 33760

City, State & Zip

727-531-5433

Daytime Telephone number

100003415551--4

-10/05/00--01100--005

*****78.75 *****78.75

NOTE: Please provide the original and one copy of the articles.

F. CHESNEY

OCT

6 2000

ARTICLES OF INCORPORATION
OF
SUNDIAL CAPITAL GROUP, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I – NAME

The name of this Corporation shall be: SUNDIAL CAPITAL GROUP, INC.

ARTICLE II – PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation is in Palm Harbor, Pinellas County, Florida, at and with the mailing address being: 2323 Curlew Road, Suite 2C, Palm Harbor, Florida 34683

ARTICLE III – PURPOSE/NATURE

This Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the State of Florida or any other state, country, territory or nation.

ARTICLE IV – CAPITAL STOCK

This Corporation is authorized to issue a maximum of 1000 shares of \$1.00 par value common stock at any one time, to be referred to as "Class A Voting Stock", even though there is only one class of stock at this time.

ARTICLE V – INITIAL BOARD OF DIRECTORS

This Corporation shall initially have two (2) Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws, however, there shall never be less than ONE (1) Director nor more than five (5). The name and address of the initial Board of Directors of the Corporation is:

Frank Berman 13630 58th Street, Suite 110, Clearwater, FL 33760
Stephen K. Gibson 2323 Curlew Road, Suite 2C, Palm Harbor, FL 34683

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Register Office of this Corporation is 2323 Curlew Road, Suite 2C, Palm Harbor, Florida 34683, and the name of the initial Registered Agent of this Corporation at that address is: Stephen K. Gibson

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ARTICLE VII – INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Frank Berman 13630 58th Street, Suite 110, Clearwater, FL 33760

ARTICLE VIII – PRE-EMPTIVE RIGHTS

This Corporation elects to have pre-emptive rights.

ARTICLE IX – DURATION

This Corporation shall have perpetual existence commencing on the filing date of these Articles with the Department of State.

ARTICLE X – EFFECTIVE DATE OF INCORPORATION

The effective date of the incorporation of this Corporation shall be the date of filing with the Department of State, as indicated by the Division of Corporations on the initial Certificate of Incorporation.

ARTICLE XI – INTERNAL REVENUE ELECTIONS

It is the intent of the Incorporator that the Corporation will qualify under "Section 1244" of the Internal Revenue Code. The corporation may take the latter actions necessary to obtain and maintain a status as an "S Corporation". This shall become effective upon application to the Internal Revenue Service on Form SS-4 and the application for a Federal Identification Number, at such time as deemed appropriate by the shareholder(s).

ARTICLE XII – AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

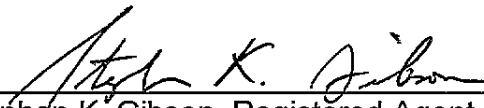
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 4th day of October 2000.



FRANK BERMAN, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION
SUNDIAL CAPITAL GROUP, INC.

Stephen K. Gibson, a Florida resident, having a business office identical with the registered office of the Corporation named above, and having been named as the Registered Agent to accept service of process for the above named Corporation, at the place designated in this foregoing Articles of Incorporation, and who is familiar with and accepts the duties and responsibilities as Registered Agent for said Corporation under Section 607.0505, Florida Statutes, this 4th day of October 2000.



Stephen K. Gibson, Registered Agent
2323 Curlew Road, Suite 2C
Palm Harbor, FL 34683
727-787-2828

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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