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(Requestor's Name)

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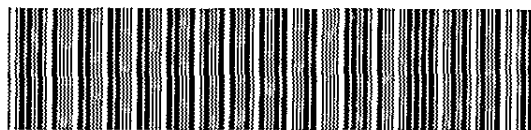
(Business Entity Name)

(Document Number)

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CORPORATIONS
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1-2-03

ITX-SunSpots, Inc.

6711 S.W. 5th Terrace
Miami, FL 33144
305.298.6537

December 27, 2002

Department of State
State of Florida
Division of Corporations
Amendments
409 E. Gaines Street
Tallahassee, Florida 32399
(850) 245-6052

Re: File Articles of Incorporation ITX-SunSpots, Inc.

Please find enclosed one original and one copy of articles of incorporation for the above corporation. A check in the amount of \$87.50 is (Make checks payable to Florida Department of State) enclosed for the following fees:

The fee for filing a profit corporation is:

Filing Fee:	\$35.00
Designation of Registered Agent:	\$35.00
Certified Copy	\$ 8.75
Certificate of Status	<u>\$ 8.75</u>

Total: \$87.50

Thank-you

ITX-SunSpots, Inc.

By: 

Daniel L. Martinez

Its: Incorporator

6711 SW 5th Terrance
Miami, Florida 33144

Affidavit
of
Daniel L. Martinez

1. My name is Daniel L. Martinez, I am a citizen of the United States of America and my address is 6711 SW 5th Terrance, Miami, Florida 33144.
2. I am the sole officer, director and incorporator of ITX-SunSpots, Inc., a Florida domesticated corporation, document number P02000128299 that was filed on 12/02/2002.
3. The above referenced domestication was filed in error and requires the dissolution of the corporation ITX-SunSpots, Inc., document number P02000128299, effective 12/02/2002 or such other date that is applicable according to procedure and statute(s).
4. The purpose of this Affidavit is to recite and certify the following:

"The Board of Directors of ITX-SunSpots, Inc. have resolved to dissolve the corporation and do not intend to re-file or otherwise retain the name ITX-SunSpots, Inc.. This Affidavit forever releases, quit claims and otherwise discharges this name to an incorporator so seeking the name in the State of Florida now or at any time in the future."
5. Affiant has prepared new articles of incorporation where ITX-SunSpots, Inc. is to become a new Florida corporation effective on such date as the State of Florida assigns a document number and provides a certificate of good standing.

Further Affiant says not.

Affiant:


Daniel L. Martinez

Dated: December 27, 2002

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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On this the 27th day of December 2002, Daniel L. Martinez appeared before me and having satisfied me that he is Daniel L. Martinez, I have affixed my seal and signature accordingly.


Notary Public



Patricia Ecker Gleason
My Commission CC873559
Expires September 22, 2003

ARTICLES OF INCORPORATION
ITX-SunSpots, Inc.

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit), these articles of incorporation set forth the following:

Article I: The name of the corporation shall be

ITX-SunSpots, Inc.

Article II: The principal place of business and mailing address of the corporation shall be:

6711 S.W. 5th Terrace, Miami, FL 33144

Article III: The specific purpose for which this corporation is organized is any lawful purpose and to operate as a joint venture.

Article IV: The number of shares of stock that this corporation is authorized to have is:

4,000 Common Shares. There is no preferred stock authorized

Article V: The name and Florida street address of the initial Registered Agent is (and by his signature below he accepts the designation as Registered Agent):

Daniel L. Martinez, 6711 S.W. 5th Terrace, Miami, FL 33144

Article VI: The name and address of the Incorporator is:

Daniel L. Martinez, 6711 S.W. 5th Terrace, Miami, FL 33144

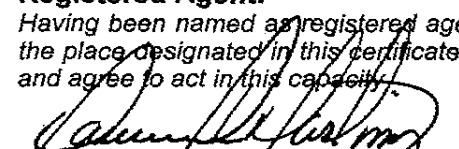
Article VII: The initial members of the Board of Directors of the corporation are:

Lyle Durham, Roger E Girard, Daniel L. Martinez and Mark Alan Wood
Address in care of: 6711 S.W. 5th Terrace, Miami, FL 33144

Signatures; Dated the 27th day of December 2002:

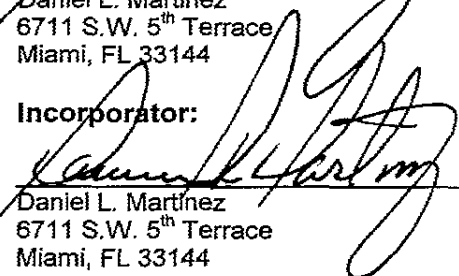
Registered Agent:

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Daniel L. Martinez
6711 S.W. 5th Terrace
Miami, FL 33144

Incorporator:



Daniel L. Martinez
6711 S.W. 5th Terrace
Miami, FL 33144

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