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(Requestor's Name)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

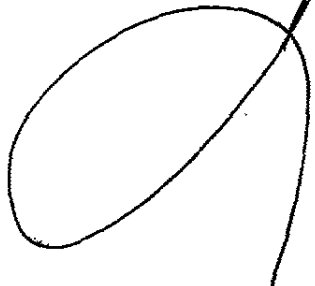
(Business Entity Name)

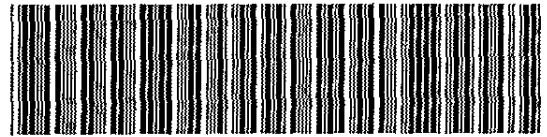
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2004 APR 26 P 4: 03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**LAW OFFICES OF
CARITA M. WELLS, P.A.**
1485 West Busch Boulevard, Suite A
Tampa, Florida 33612-7621

**Carita M. Wells
Attorney At Law**

**Telephone (813) 935-8668
Telefax (813) 931-8996**

April 21, 2004

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

Re: SUN BAY SALES INTERNATIONAL, INC.
File No. 04-133

To Whom it May Concern:

I have enclosed the original Articles of Incorporation and Registered Agent Acceptance Form for the above-referenced corporation. I have also enclosed Suncoast Schools Credit Union's Cahier's check #1254001009 in the amount of \$78.75 for the filing fees.

After filing, please return a certified copy of the Articles of Incorporation to me at the address above.

Thank you for your assistance. If you have any questions, please call.

Very truly yours,


Carita M. Wells

CMW:dwc
Enclosures

04-133

ARTICLES OF INCORPORATION
OF
SUN BAY SALES INTERNATIONAL, INC.

2004 APR 26 P 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

THE UNDERSIGNED subscribed to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - Name

The name of the corporation is SUN BAY SALES INTERNATIONAL, INC.

ARTICLE II - Purpose of Corporation

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated and permitted under the laws of the United States and of the State of Florida.

ARTICLE III - Capital Stock

This corporation is authorized to issue 100 shares of no par value common stock.

ARTICLE IV - Preemptive Rights

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - Term of Existence

The corporation shall exist perpetually.

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1435 West Busch Blvd., Suite A, Tampa, Florida 33612, the name of the initial registered agent at that address is Carita M. Wells.

ARTICLE VII - Principle Office of Corporation

The street address and mailing address of the Principal office of the corporation is 1340 Big Creek Drive, Wesley Chapel, FL 33543.

ARTICLE VIII - Initial Board of Directors

The corporation shall have three (3) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-laws but shall never be less than one.

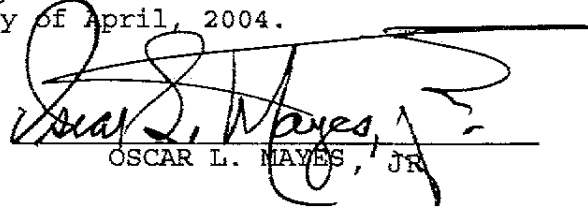
ARTICLE IX - Incorporator

The name and address of the person signing these Articles of Incorporation is: OSCAR L. MAYES, 1340 Big Creek Drive, Wesley Chapel, Florida 33543.

ARTICLE X - Indemnification

The corporation shall indemnify any incorporator, officer or director or any former officer, director or incorporator, to the fullest extent permitted by law.

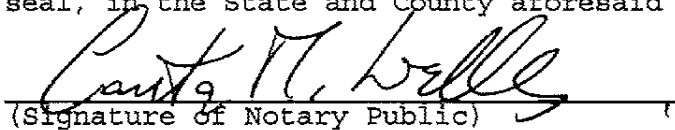
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21 day of April, 2004.


OSCAR L. MAYES, JR.

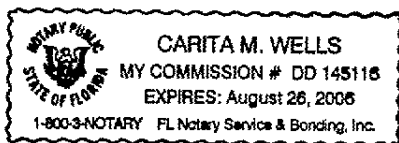
STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared OSCAR L. MAYES, JR who is known to me or who has produced FL DRIVERS LICENSE as identification, who did not take an oath, and who executed the foregoing Articles of Incorporation, and (s)he acknowledged before me that (s)he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the State and County aforesaid this 21 day of APRIL, 2004.


(Signature of Notary Public)

CARITA M. WELLS
(Typed or printed name of Notary Public)
Notary Public, State of Florida
My commission expires:

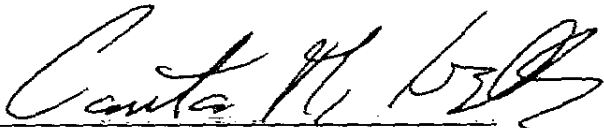


**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAME OF AGENT UPON WHO PROCESS MAY BE SERVED.**

The following is submitted in compliance with Chapter 48.091, Florida Statutes:

FIRST – That SUN BAY SALES INTERNATIONAL, INC., organized under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in Hillsborough County, Florida, has named CARITA M. WELLS, Esquire as Registered Agent, and 1435 West Busch Blvd., Suite A., Tampa, Florida 33612 as the place where service of process may be served within this State.

Having been named to accept service of process for the above-stated Corporation, at the 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 open said office.



CARITA M. WELLS
Registered Agent

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2004 APR 26 P 4: 03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA