

P04000126926

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(Business Entity Name)

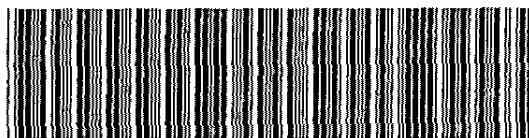
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2004 SEP -2 A 11:05

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09/02/04 -01003--025 **78.75

EFFECTIVE DATE
9-1-04

IN THE STATE
OF FLORIDA
TALLAHASSEE, FLORIDA

04 SEP -2 AM 11:46

RECEIVED

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Superior Products, Inc.

☒ Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

_____ Fictitious Name File _____

_____ Trade/Service Mark _____

_____ Merger File _____

_____ Art. of Amend. File _____

_____ RA Resignation _____

_____ Dissolution / Withdrawal _____

_____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

_____ Photo Copy _____

_____ Certificate of Good Standing _____

_____ Certificate of Status _____

_____ Certificate of Fictitious Name _____

_____ Corp Record Search _____

_____ Officer Search _____

_____ Fictitious Search _____

_____ Fictitious Owner Search _____

_____ Vehicle Search _____

_____ Driving Record _____

_____ UCC 1 or 3 File _____

_____ UCC 11 Search _____

_____ UCC 11 Retrieval _____

_____ Courier _____

Signature _____

Requested by: *WL*

Name

Date *8/2*

Time *11:00*

Walk-In _____

Will Pick Up _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 2, 2004

CAPITAL CONNECTION INC.

SUBJECT: SUPERIOR PRODUCTS, INC.
Ref. Number: W04000033370

We have received your document for SUPERIOR PRODUCTS, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is L03000024805.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Document Specialist
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Letter Number: 704A00053359

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

04 SEP -3 AM 9:37

**ARTICLES OF INCORPORATION
OF
SUPERIOR PRODUCTS OF PINELLAS, INC.
ARTICLE 1.**

NAME AND ADDRESS

The name and principal office address of this Corporation is:

**SUPERIOR PRODUCTS OF PINELLAS, INC.
6545 44th Street North
Unit 4007
Pinellas Park, FL 33781**

EFFECTIVE DATE
9-1-04

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 2.

DURATION

This Corporation shall exist perpetually, commencing as of the date of execution of these Articles.

ARTICLE 3.

PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4.

CAPITAL STOCK

This Corporation is authorized to issue **7500** shares of **ONE DOLLAR (\$1.00)** par value common stock.

ARTICLE 5.

INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent and the street address of the initial registered office of this Corporation is:

G. BARRY WILKINSON, ESQUIRE
696 1st Avenue North, Suite 201
St. Petersburg, FL 33701

ARTICLE 6.

INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this Corporation shall be as set forth below. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one. The name and address of the initial Directors of this Corporation are:

ALBERT S. FORCELLA, JR.
504 S. Florida Ave. #212
Tarpon Springs, FL 34689

RICHARD NACE
6545 44th Street North
Unit 4007
Pinellas Park, FL 33781

LINDA LEE
6545 44th Street North
Unit 4007
Pinellas Park, FL 33781

WILLIAM WARNING
6545 44th Street North
Unit 4007
Pinellas Park, FL 33781

JOHN P. KENNEY
315 W. Avenita Gaviota
San Clemente CA 92672

ARTICLE 7.

INCORPORATOR

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

G. BARRY WILKINSON, ESQUIRE
696 1st Avenue North, Suite #201
St. Petersburg, FL 33701

ARTICLE 8.

CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE 9.

PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within thirty (30) days of his receipt of a written notice from this Corporation inviting him to exercise such right.

ARTICLE 10.

INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 11.

BYLAWS

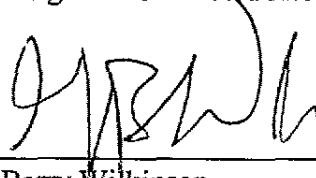
The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 12.

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of September, 2004.

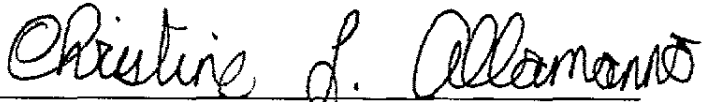


G. Barry Wilkinson

"Incorporator"

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 1st day of September, 2004 by G. Barry Wilkinson, who is personally known.



Notary Public, State of Florida

My Commission Expires:

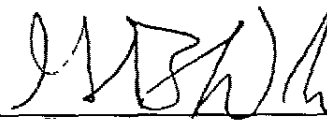


Christine L. Allamanno
My Commission DD231313
Expires July 13, 2007

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

DATED this 1st day of September, 2004.



G. BARRY WILKINSON, ESQUIRE

"Registered Agent"

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA