

**Electronic Articles of Incorporation
For**

P05000103367
FILED
July 25, 2005
Sec. Of State
Ipooe

SUNNY BEARS USA , INC.

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

Article I

The name of the corporation is:

SUNNY BEARS USA , INC.

Article II

The principal place of business address:

422 SW 9TH ST
SUITE 3
BOCA RATON, FL. 33432

The mailing address of the corporation is:

422 SW 9TH ST
SUITE 3
BOCA RATON, FL. 33432

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

SCOTT W BAUST
422 SW 9TH ST
SUITE 3
BOCA RATON, FL. 33432

I certify that I am familiar with and accept the responsibilities of registered agent.

P05000103367
FILED
July 25, 2005
Sec. Of State
Ipoole

Registered Agent Signature: SCOTT W BAUST

Article VI

The name and address of the incorporator is:

ALAN D STUPARITZ
900 E ATLANTIC BLVD
SUITE 17
POMPANO BEACH FL 33060

Incorporator Signature: ALAN D STUPARITZ

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: PD
SCOTT W BAUST
422 SW 9TH ST SUITE 3
BOCA RATON, FL. 33432

Title: VPST
MOLLY C BAUST
422 SW 9TH ST SUITE 3
BOCA RATON, FL. 33432

Article VIII

The effective date for this corporation shall be:

07/22/2005