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February 14, 1995

SECRETARY OF STATE
Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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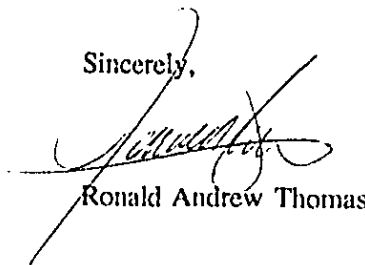
Re: SUN PRODUCTIONS CORP.

Dear Sirs:

Enclosed you will find two copies of the Articles of Incorporation and a check, in the amount of \$ 122.50, to cover the various fees for processing the Articles of Incorporation for the above stated corporation.

If you have any questions, please do not hesitate to call us at (305)374-2001 or fax us at (305) 374-7006.

Sincerely,



Ronald Andrew Thomas

Enclosures

FILED
95 FEB 16 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN FEB 17 1995

ARTICLES OF INCORPORATION
OF
SUN PRODUCTIONS CORP.

FILED
95 FEB 16 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber 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.

The name of the corporation is **SUN PRODUCTIONS CORP.**

ARTICLE II.

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin, shall be upon the date of filing of these Articles with the Secretary of State.

ARTICLE III.

NATURE OF BUSINESS

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

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to issue and have outstanding is 10,000 shares of common stock with a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to the corporation's securities.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 5415 Collins Avenue, Apt. 302, Miami Beach, Florida 33140 and the name of the initial registered agent of this corporation at that address is Ronald Andrew Thomas.

ARTICLE VI.

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 5415 Collins Avenue, Apt. 302, Miami Beach, Florida 33140.

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in the by-laws of the corporation.

The names and street addresses of the initial directors are as follows:

Ronald Andrew Thomas:	5415 Collins Avenue Apt. 302 Miami Beach, Florida 33140
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Marcia Thomas:	5415 Collins Avenue Apt. 302 Miami Beach, Florida 33140
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ARTICLE VIII.

INCORPORATOR

The name and address of the incorporator subscribing to these Articles of Incorporation is: Ronald Andrew Thomas, 5415 Collins Avenue, Apt. 302, Miami Beach, Florida 33140.

ARTICLE IX.

BY-LAWS

The power of adopt, alter, amend or repeal by-laws shall be vested in the board of directors and the shareholders.

ARTICLE X.

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who, at the request of the corporation, is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XI.

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of February 1995



Ronald Andrew Thomas, Incorporator

STATE OF FLORIDA)

) SS:

COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Ronald Andrew Thomas known to me and by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and County aforesaid, this 14th day of February 1995.

My commission expires:



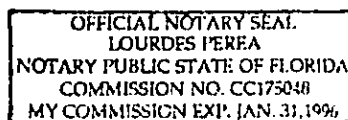
Lourdes Perea

NOTARY PUBLIC -- STATE OF FLORIDA

Lourdes Perea

Commission # CC 175048

Exp. January 31, 1996



CERTIFICATE OF REGISTERED AGENT
OF
SUN PRODUCTIONS CORP.

FILED
95 FEB 16 AM 9:55
SECRET
TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.0501 of the Florida Statutes, the following is submitted in compliance therewith:

That SUN PRODUCTIONS CORP. desiring to organize under the laws of the State of Florida with its principal office in Miami, Florida, has named Ronald Andrew Thomas, 5415 Collins Avenue, Apt. 302, Miami Beach, County of Dade, State of Florida, agent of accept service of process within the State.

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 14th day of February, 1995.



Ronald Andrew Thomas, Incorporator