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FILED

95 MAR 13 1995

RECEIVED
TALLAHASSEE

March 7, 1995

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

5000001428045
-03/13/95-01060-007
*****70.00 *****70.00

Re: SULLYS USA, INC.

Dear Sir or Madam:

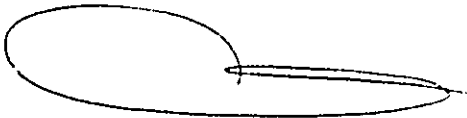
Enclosed please find the original and one copy of the Articles of Incorporation for SULLYS USA, INC., plus my check in the amount of \$70.00.

After filing said Articles, please return a copy of same to me.

Thank you for your attention to this matter.

Sincerely,

ERNEST G. COLE, P.A.



ERNEST G. COLE

EGC/meb

Encs.

NANCY HENDRICKS MAR 14 1995

ARTICLES OF INCORPORATION
OF
SULLYS USA, INC.

FILED
95 MAR 13 AM 12:33
SECRETARY OF STATE
TALLAHASSEE, FL

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE: NAME

The name of the Corporation is SULLYS USA, INC. The principal address is 8223 Coral Creek Loop, Hudson, FL 34667.

ARTICLE TWO: TERM OF EXISTENCE

The duration of the Corporation is perpetual. Corporate existence is to commence on the date of filing of the Articles of Incorporation by the Secretary of State.

ARTICLE THREE: NATURE OF BUSINESS

The general purposes for which this Corporation is organized are: To transact and engage in any activity or business permitted under the laws of the United States and the State of Florida, except that it is not to conduct banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition To do such other things as are necessary to or incidental to the foregoing or desirable in order to accomplish the foregoing.

ARTICLE FOUR: CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is Five Hundred (500), One Hundred (100) of which will be issued at this time to WILLIAM O'SULLIVAN and ELIZABETH O'SULLIVAN, as joint tenants with full rights of survivorship. Said shares shall be of a single class and have a par value of Five Dollars (\$5.00) per share.

ARTICLE FIVE: INITIAL CAPITAL

The amount of capital with which the Corporation will begin business is Five Hundred Dollars (\$500.00). Capital contributions shall be in cash or other equivalent property, but shall not include services.

ARTICLE SIX: ADDRESS

The street address for the initial registered office of the Corporation is 8223 Coral Creek Loop, Hudson, FL 34667. The board of directors may from time to time move the principal office to any other address in Florida.

ARTICLE SEVEN: INITIAL DIRECTORS

The number of Directors constituting the initial board of Directors of the Corporation is Two (2). The number of Directors may be increased or diminished from time to time by BYLAWS adopted by the Stockholders, but shall never be less than One (1).

ARTICLE EIGHT: DIRECTORS

The name and addresses of the persons who are to serve as members of the initial Board of Directors and Officers of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
WILLIAM O'SULLIVAN	8223 Coral Creek Loop Hudson, FL 34667	President and Treasurer
ELIZABETH O'SULLIVAN	8223 Coral Creek Loop Hudson, FL 34667	Vice President and Secretary

ARTICLE NINE: SUBSCRIBERS

The name and address of each subscriber of the Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM O'SULLIVAN,	8223 Coral Creek Loop, Hudson, FL 34667
ELIZABETH O'SULLIVAN,	8223 Coral Creek Loop, Hudson, FL 34667

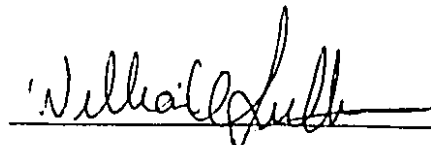
ARTICLE TEN: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that certain amendments of these Articles of Incorporation be made.

ARTICLE ELEVEN: BYLAWS

The power to make BYLAWS of and for the Corporation shall be vested in the Board of Directors.

I, the undersigned, being the sole original subscribers to the capital stock hereinbefore described, for the purpose of forming a Corporation for profit under the laws of the State of Florida, do hereby make and file this certificate, hereby declaring and certifying the facts contained therein are true and that I have hereunto set my hand and seal this 8th day of July, 1995.


WILLIAM O'SULLIVAN


ELIZABETH O'SULLIVAN

STATE OF FLORIDA

COUNTY OF PASCO

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to take acknowledgments, WILLIAM O'SULLIVAN and ELIZABETH O'SULLIVAN, to me known to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged their signatures and I relied upon the following proof of identification: Both are personally known
_____ and an oath was taken.

WITNESS my hand and official seal in the County and State named above this 8th day of March, 1995.

Mary Ellen Blasi

Notary Public

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

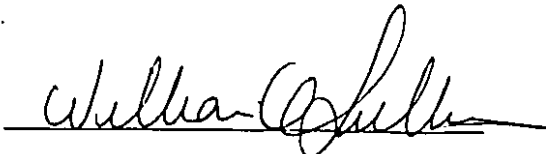
First, that SULLYS USA, INC., described to and organized under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Hudson, County of Pasco, State of Florida, has named:

WILLIAM O'SULLIVAN
8223 Coral Creek Loop
Hudson, FL 34667

as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above states Corporation, at 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.


WILLIAM O'SULLIVAN

FILED
95 MAR 13
CLERK OF DISTRICT COURT
NORTH DAKOTA