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Sanderaxters USA, Inc.  
600 S. Yonge Street, Unit #16  
Ormond Beach, Florida 32174  
(904) 673-9034

July 28, 1995

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

100001551751  
-08/02/95--01043--019  
\*\*\*\*122.50 \*\*\*\*122.50

Re: IT'S SAND, INC..

Gentlemen:

Enclosed please find the original and one copy of of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the filing fees, Certified Copy of Articles of Incorporation and the fee for Registered Agent Designation for the above named corporation.

Sincerely,

  
Richard J. Bailey

95-2-2  
8-2-95

FILED  
95 AUG -2 AM 8:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

ITS SAND, INC.

FILED

95 AUG -2 AM 8:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: ITS SAND, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ten thousand shares (10,000) of one dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the Initial Registered Agent of this Corporation follows. The corporation's registered office and principal office are located at the same address.

Registered Agent  
Richard J. Bailey  
23 Melodie Lane  
DeLand, Florida 32724

Principal Office  
ITS SAND, INC.  
23 Melodie Lane  
DeLand, Florida 32724

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director 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. The name and address of the initial director of the corporation is as follows:

Richard J. Bailey  
22 Melodie Lane  
DeLand, Florida 32724

ARTICLE VII - INCORPORATORS

The names and addresses of the person signing these Articles of Incorporation are as follows:

Richard J. Bailey  
22 Melodie Lane  
Deland, Florida 32724

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of July, 1995.

Richard J. Bailey (seal)

STATE OF FLORIDA  
COUNTY OF VOLUSIA

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

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 28th day of July, 1995.

(notary seal)

Robin C. Heaton  
Notary Public, State of Florida at Large

My commission expires:



OFFICIAL SEAL  
ROBIN C. HEATON  
My Commission Expires  
Sept. 7, 1996  
Comm. No. CC 226181

CERTIFICATE AND ACKNOWLEDGMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT  
OF

IT'S SAND, INC.

FILED  
95 AUG -2 AM 8:11  
CLERK OF THE STATE  
DEPT. OF REVENUE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles Of Incorporation at:

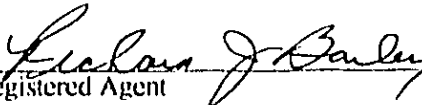
23 Melodie Lane  
DeLand, Florida 32724

has named: Richard J. Bailey

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

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, comply with the provisions of Florida Law in keeping open said office.

  
Registered Agent