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P96000006052

January 12, 1996

EFFECTIVE DATE

Jan. 12, 1996

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****122.50 ****122.50

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

Re: Articles of Incorporation of Sunshine Boys of the
Americas Holding Corporation

Gentlemen:

Enclosed is the original and a copy of the Articles of Incorporation of Sunshine Boys of the Americas Holding Corporation, together with a check for \$122.50 to cover the filing fee, fee for designation of registered agent and certified copy fee.

Because the corporation's existence commences on the date of execution of the Articles, please see that the Articles are filed on or before January 19, 1996.

Once the Articles of Incorporation have been filed, please return the certified copy to this office.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr/rp
Enclosures

cc: George Bozikis

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

SUNSHINE BOYS OF THE AMERICAS HOLDING CORPORATION

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

EFFECTIVE DATE

Jan 12, 1996

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be SUNSHINE BOYS OF THE AMERICAS HOLDING CORPORATION.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 430 South Semoran Boulevard, Orlando, Florida 32807.

ARTICLE III - DATE OF EXISTENCE

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

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 430 South Semoran Boulevard, Orlando, Florida 32807. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is George Bozikis. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name

Address

George Bozikis

430 South Semoran Boulevard
Orlando, Florida 32807

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this Corporation shall be five (5).

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
George Bozikis	430 South Semoran Boulevard Orlando, Florida 32807
Spiro Bozikis	430 South Semoran Boulevard Orlando, Florida 32807
Peter Morentzos	1050 rue de la Montagne, 4th Floor Montreal, Quebec H3G1Y8
Terry Morentzos	1050 rue de la Montagne, 4th Floor Montreal, Quebec H3G1Y8
George Grigoropoulos	1050 rue de la Montagne, 4th Floor Montreal, Quebec H3G1Y8

ARTICLE VIII - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 12 day of January, 1996.



GEORGE BOZIKIS

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: _____

GEORGE BOZIKIS

Date: January 12, 1996

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SECRETARY OF STATE
TALLAHASSEE FLORIDA