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*Law Offices*  
PHILIP M. WARREN, P.A.

PHILIP M. WARREN

HAYVAN BUILDING  
SUITE 300  
3380 EAST ATLANTIC BOULEVARD  
*Pompano Beach, Florida 33062*  
TELEPHONE (305) 841-0780

January 12, 1996

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

Re: SUN SPIN, INC.

Dear Sir:

Please find enclosed an original and one copy of Articles of Incorporation and Designation of Registered Agent and Acceptance, along with my check in the amount of \$122.50, representing the following:

Filing Fee:	35.00
Certified Copy of Charter	52.50
Designation of Registered Agent:	35.00...

Total: \$122.50

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-01/22/96--01049--010  
\*\*\*\*122.50 \*\*\*\*122.50

If you have any questions, please do not hesitate to contact me.

Very truly yours,



PHILIP M. WARREN

PMW/caw

Corporate.ltr

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JAN 22 1996  
TALLAHASSEE, FLORIDA

*1/25/96*

ARTICLES OF INCORPORATION

OF

SUN SPIN, INC.

FILED

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NOT A PUBLIC OFFICE  
NOT A PUBLIC OFFICE

ARTICLE I - NAME

The name of this corporation is SUN SPIN, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of manufacturing, and all processes related thereto, and for the purpose of transacting any and all other lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand Shares (1,000) shares of common stock with \$1.00 par value, which shall be designated "Common Shares".

ARTICLE V - PREFERENCE, LIMITATIONS  
AND RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED  
OFFICE AND AGENT

The street address of the principal office and initial registered office of this corporation is Rayvan Building, Suite 300, 3350 East Atlantic Boulevard, Pompano Beach, FL 33062, and the name of the initial registered agent of this corporation at that address is PHILIP M. WARREN, ESQ.

ARTICLE VIII - INITIAL  
BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws. The name and address of the initial director of this corporation is:

GREGORY E. ROBIN  
1280 S. Powerline Road, #744  
Pompano Beach, FL 33069

ARTICLE IX - INITIAL OFFICERS

GREGORY E. ROBIN, President/Secretary/Treasurer

ARTICLE X - INCORPORATORS

The name and address of the person signing these Articles are:

GREGORY E. ROBIN  
1280 S. Powerline Road, #744  
Pompano Beach, FL 33069

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.


ARTICLE XII - INDEMNIFICATION

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

**ARTICLE XIII - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the share holders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 17<sup>th</sup> day of January, 1996.

  
\_\_\_\_\_  
GREGORY E. ROBIN

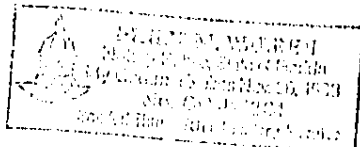
STATE OF FLORIDA    )  
                              ) SS  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of January, 1996, by GREGORY E. ROBIN, who is personally known to me or who has produced N/A Drivers License as identification and who did take an oath.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

Sunspn.Art



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR 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 **SUN SPIN, INC.**, desiring to organize under the laws of the state of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Deerfield Beach, County of Broward, State of Florida, has named **PHILIP M. WARREN, ESQ.**, located at Rayvan Building-Suite 300, 3350 East Atlantic Boulevard, Pompano Beach, FL 33062, County of Broward, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT;**

Having been named to accept service of process for the above stated 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.

By:   
**PHILIP M. WARREN, Registered Agent**

Designat.ra

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96 JUN 22 PM 3 24  
CLERK OF DISTRICT COURT  
NORTH DAKOTA