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TREISER, KOBZA & VOLPE, CHD

ATTORNEYS AT LAW

The Northern Trust Building
4001 Tamiami Trail North
Suite 330
Naples, Florida 33940
Telephone (941) 649-4900
Fax (941) 649-0823

Thomas A. Collins, II *
Kent A. Johnson **
Catherine E. Kidon
Kim Patrick Kobza †
Stanley J. Lieberfarb †
William L. Rogers
Richard M. Treiser
Michael J. Volpe

Richard A. Shpack †
of Counsel

* Also admitted in Kentucky

** Also admitted in Iowa

† Also admitted in Michigan

† Board Certified
Tax Attorney

January 17, 1996

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32399

Re: **Sundogs, Inc.**

Dear Reader:

Enclosed you will find an original and one (1) copy of the Articles of Incorporation for Sundogs, Inc. together with our firm check in the sum of \$122.50 which sum represents your filing fee.

Kindly return to my attention a certified copy of said Articles of Incorporation.

If you have any questions regarding this matter, please feel free to contact me. Thank you very much for your attention and consideration.

Very truly yours,

TREISER, KOBZA & VOLPE, CHTD.

Leslie L. Browning
Leslie L. Browning
Legal Assistant
/llb

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-01/22/96--01067--007
****122.50 ****122.50

Enclosures

ARTFIL.FRM

RECORDS SECTION
DIVISION OF STATE
TALLAHASSEE, FLORIDA
FILED
56 JAN 22 PM 2:46

SN JAN 25 1996

ARTICLES OF INCORPORATION
OF
SUNDOGS INC.

FILED
96 JAN 22 PM 2:46
TALLAHASSEE, FLORIDA

The undersigned, acting as the sole incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE ONE

NAME AND ADDRESS

- 1.01. The name of the Corporation is Sundogs Inc.

ARTICLE TWO

DURATION

- 2.01. This corporation shall commence its existence on, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE THREE

PURPOSE

- 3.01. The purpose of the Corporation is to engage in any activity or business permitted under §607.0301 of the Florida Business Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

- 4.01. The aggregate number of shares that the Corporation has authority to issue is One Thousand (1,000), all of which shall be common shares without par value.

ARTICLE FIVE

NO PRE-EMPTIVE RIGHTS

- 5.01. There shall be no pre-emptive rights for any shareholder.

ARTICLE SIX

REGISTERED AND PRINCIPAL OFFICES

6.01. The street address of the initial registered office of the Corporation is 4001 Tamiami Trail N, Suite 330, Naples, Florida 33940, and the name of the initial registered agent at that address is Stanley J. Lieberfarb. The principal place of business of the Corporation is the same.

ARTICLE SEVEN

INCORPORATOR

7.01. The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Stanley J. Lieberfarb	270 Third Ave. N, Naples Florida 33940

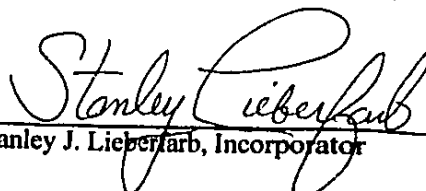
ARTICLE EIGHT

DIRECTORS

8.01 The initial Board of Directors of the Corporation shall consist of Two(2) members. The number of Directors may be changed from time to time by resolution duly adopted by the shareholders of the Corporation. The name and address of the members of the first Board of Directors are:

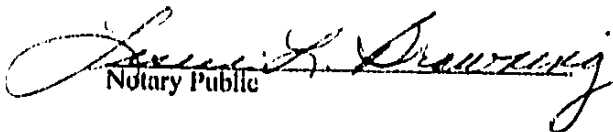
<u>NAME</u>	<u>ADDRESS</u>
Stanley J. Lieberfarb	270 Third Ave. N., Naples Florida 33940
R. Bruce Sonneborn	10 Tampa Pl., Marco Island, Florida 33937

IN WITNESS WHEREOF, I have subscribed my name at Naples, Collier County, Florida on this 17 day of JANUARY, 1996.


Stanley J. Lieberfarb, Incorporator

STATE OF FLORIDA)
COUNTY OF COLLIER)

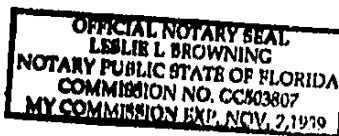
The foregoing instrument was acknowledged before me this 17th day of January, 1996, by Stanley J. Lieberfarb who is personally known to me (or has produced _____ as identification) and did/did not take an oath.


Notary Public

Typed, Printed or Stamped Name

My Commission Expires:

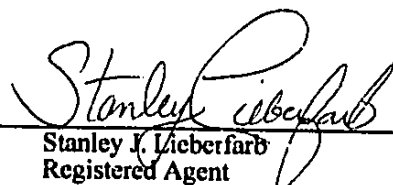
My Commission No: _____



ACCEPTANCE BY REGISTERED AGENT

Having been designated in the foregoing Articles of Incorporation as the Registered Agent of the above-named Corporation to accept service of process for said Corporation, at the place designated as the Registered Office, I hereby accept such designation and agree to act in such capacity and to comply with the provisions of the Florida Business Corporation Act in all other respects.

Dated: JAN. 17, 1996.

By: 
Stanley J. Lieberfarb
Registered Agent

TALLAHASSEE, FLORIDA

96 JAN 22 PM 2:46

FILED