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FEBRUARY 22, 1996

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SECRETARY OF STATE DIVISION OF INCORPORATION P.O. BOX 6327 TALAHASSEE, FLORIDA 32314

Sundial Distributor, me.

SUNDIAL, INC. 339 S.W. 185 WAY PEMBROKE PINES, FL. 33029 " []

GENTLEMEN:

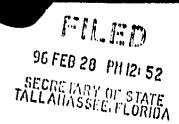
ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF ARTICLES OF INCORPORATION TOGETHER WITH MY CHECK IN THE AMOUNT OF, 122 50 TOGETHER WITH MY CHECK IN THE AMOUNT OF, 122,50.

THIS REPRESENTS THE COST OF THE FILING FEES, CERTIFIED COPY OF ARTICLES OF INCORPORATION AND FEE FOR REGISTERED AGENT DESIGNATION FOR THE ABOVE NAMED CORPORATION.

AUTHORIZITION BY PHONE TO CORPET LUMB DOC. EXAM.

VERY TRULY YOURS.

195 46764 706 671 Michael J. Malott 339 S.W. 185 WAY PEMBROKE PINES, FL. 33029



ARTICLES OF INCORPORATION

OF

Sundial Distributors, Inc. 339 S.W. 185 WAY PEMBROKE PINES, FL. 33029

ARTICLET

THE NAME OF THIS CORPORATION IS AS ABOVE AND THE PRINCIPAL OFFICE AND MAILING ADDRESS IS; 339 S.W. 185 WAY, PEMBROKE PINES, FLORIDA 33029.

ARTICLE II

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED BY LAW.

ARTICLE III

THIS CORPORATION IS ORGANIZED FOR THE TRANSACTIONOF ANY AND ALL LAWFUL BUSINESS AS MAY BE PERMITTED BY LAW.

ARTICLE IV

THIS CORPORATION IS AUTHORIZED TO ISSUE 500 SHARES OF NO PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED AS COMMON SHARES.

ARTICLE V

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THE CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRORATA SHARE (S) THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IS OFFERED TO OTHERS.

ARTICLE VI

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS, 339 S.W. 185 WAY, PEMBROKE PINES, FLORIDA 33029 AND THE NAME OF INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS: MICHAEL J. MALOTT.

ARTICLE VII

THIS CORPOARTION SHALL HAVE ONE (I) DIRECTOR INITIALLY, THE NUMBER OF DIRECTORS MAY BE EITHER INCREASE OR DIMINISHED FROM TIME TO TIME BY THE BYLAWS, BUT SHALL NEVER BE LESS THAN ONE (I). THE NAME AND ADDRESS OF THE INITIAL BOARD OF DIRECTOR AND OFFICER OF THIS CORPORATION IS:

MICHAEL J. MALOTT 339 S.W. 185 WAY PEMBROKE PINES, FL. 33029

PRESIDENT

ANDR**E**A J. CALGAGNO 339 S W. 185 WAY PEMBNOKE PINES, FL. 33029

VICE-PRESIDENT

ANDREA J. CALGAGNO SECRETARY/TREASURER 339 S.W. 185 WAY PEMBROKE PINES, FL. 33029

ARTICLE VIII

THE NAME AND ADDRESS OF THE INCORPATIOR SIGNING THESE ARTICLES OF INCORPORATION IS:

MICHAEL J. MALOTT 339 S.W. 185 WAY PEMBROKE PINES, FL. 33029

ARTICLETY

THE POWER TO ADOPT, AMEND OR REPEAL BY-LAWS. SHALL BE VESTED IN THE POWER OF THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE X

THE APPROVAL OF THE SHAREHOLDERS OF THIS CORPORATION TO ANY PLAN OF MERGER SHALL BE REQUIRED IN EVERY CASE, WHITTER SUCH APPROVAL IS REQUIRED BY LAW.

ARTICLE XI

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA GENERAL CORPORATION $\operatorname{ACT}_{\scriptscriptstyle{+}}$

ARTICLE XII

MEMBERS OF THE BOARD OF DIRECTORS MAY PARTICIPATE IN SPECIAL MEETING OF THE BOARD OF DIRECTORS BY MEANS OF CONFERENCE TELEPHONE AS PROVIDED BY LAW. BUT REGULAR MEETINGS OF THE BOARD OF DIRECTORS MUST BE ATTENDED IN FACTY BY EACH DIRECTOR IN PERSON.

ARTICLE XIII

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTORS OR ANY FORMER OFFICERS OR DIRECTORS, TO THE FULLEST EXTENT PERMITTED BY LAW.

ARTICLE XIV

THE SHAREHOLDERS OF THIS CORPORATION SHALL HAVE EXCLUSIVE AUTHORITY TO FIX THE COMPENSATION OF DIRECTORS OF THIS CORPORATION.

ARTICLE XV

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR APPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDED HERETO, AND ANY RIGHT CONFERED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS WEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED THESE ARTICLES OF INCORPORATION, THIS 22ND. DAY OF FEBRUARY, 1996
AT MIAMI, COUNTY OF DADE, STATE OF FLORIDA.

WARREN HART
My Convenience OC461766
Expires New, 80, 1906
Bonded by NFMU
800-884-6366

NOTARY PUBLIC STATE OF FLORIDA

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDCEMENT IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED.

L. Calcagno

KNOWN TO ME AND KNOWN TO BE THE PERSON (S) WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGE BEFORE ME THAT THEY EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND SEAL, IN THE STATE AND COUNTY AFORESAID, THIS 22ND OF FEBRUARY, 1996



Mulacel/ Walte

NOTARY PUBLIC STATE OF FLORIDA

96 FEB 28 PH 12: 52
SECRE TARY OF STATE
TALLAH ASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE FOR THE ABOVE STATED CORPORATION AT THE DESIGNATED IN THE AFOREMENTIONED ARTICLES OF INCORPORATION, I HERBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THE CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

MICHAEL L MAYOTT