

Ch. 1757

DRAKEFORD

DRAKEFORD

ACCOUNTANTS
PROFESSIONAL ASSOCIATION

P96000019343

Tampa, FL

February 22, 1996

400001728484
-02/29/96--01088--014
****122.50 ****122.50

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

Via: Airborne Express
#7371620841
409 East Gaines Street
Tallahassee, FL 32399

Re: Sunleaf, Inc.

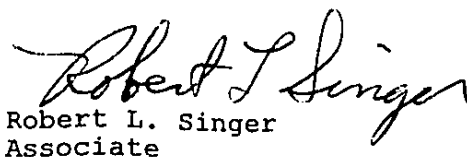
Dear Sir/Madam:

Enclosed herein is original and copy of Articles of Incorporation, together with original and copy of Registered Agent Form, regarding the above referenced corporation for filing.

Also enclosed herein is a check in the amount of \$122.50 to cover filing fees.

After filing, please forward Certificate of Incorporation to the undersigned at the address shown below.

Sincerely,


Robert L. Singer
Associate

enc.

P.O. Box 22023
Tampa, FL 33622-2023
(813) 248-3001
Fax: (813) 247-4115

2009 North 14th Street
Suite 410
Arlington, VA 22201
(703) 527-2299
Fax: (703) 522-2930

P.O. Box 4534
Lancaster, CA 93539-4534
(805) 946-4142
Fax: (805) 946-5533

ARTICLES OF INCORPORATION
OF
SUNLEAF, INC.

The undersigned, for the purpose of forming a corporation hereby adopt the following Articles of Incorporation.

ARTICLE ONE
NAME

The name of the Corporation is Sunleaf, Inc., P.O. Box 22023, Tampa, FL 33622-2023.

ARTICLE TWO
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE THREE
PURPOSE

The corporation will transact any and all lawful business to include, but not restricted to, marketing home articles.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 100 all of which shall be common shares with a par value of \$10.00.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued shares of the Corporation and any securities of the Corporation convertible into carrying a right to subscribe to or acquire shares of any such unissued shares.

ARTICLE SIX
INITIAL REGISTERED OFFICE and AGENT

The street address of the initial registered office of the Corporation is 2212 East 4th Avenue, Tampa, FL 33605 and the name of the initial registered agent at such address is Walter H.C. Drakeford.

ARTICLE SEVEN
DIRECTORS/OFFICERS

The name and address of the President of the Corporation is:
Walter W. Knitter, 2212 E. 4th Avenue, Tampa, FL 33605.

ARTICLE EIGHT
INCORPORATORS

The name and address of the incorporator is:

Name	Address
Walter W. Knitter	2212 E. 4th Avenue Tampa, FL 33605

IN WITNESS WHEREOF, I have subscribed my name on this 22nd day
of February, 1996.

Walter W. Knitter
Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

On this 22nd day of February, 1996 before me, the
undersigned officer, personally appeared Walter W. Knitter,
known to me, to be the person whose name is subscribed to the
within instrument, and acknowledged that he executed the same for
the purpose there contained.

IN WITNESS WHEREOF, I hereunto set my hand and official
seal.

Max Ben
Notary State of Florida

MAX BEN
NOTARY PUBLIC - STATE OF FLORIDA
MY COMMISSION EXPIRES AUG 11, 1997
COMMISSION NO. CC 308222


**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 Sunleaf, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the County of Hillsborough, State of Florida, has named Walter H. C. Drakeford, 2212 East 4th Avenue, Tampa, Florida 33605, Mailing Address: P.O. Box 22023, Tampa, Florida 33622-2023, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT AND ACCEPTANCE;

Having been named to accept service of process for the above named Corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Walter H. C. Drakeford

RECEIVED
FEB 20 1962
TALLAHASSEE, FLORIDA

P96000019343

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 13, 1997

SUNLEAF, INC.
POST OFFICE BOX 22023
TAMPA, FL 33622-2023

SUBJECT: SUNLEAF, INC.
Ref. Number: P96000019343

Debit Memo #: 9797-A

This is to inform you that check #4508 in the amount of \$165.00 submitted with the annual report for SUNLEAF, INC. has been returned by your bank because of PAYMENT STOPPED.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after August 13, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 497A00031864

State of Florida



Department of State

CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for SUNLEAF, INC., a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of September 10, 1997 for failure to file the required annual report(s), as required by law.

The document number of this corporation is P96000019343.

P96000019343



CR2EO22 (2-95)

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Tenth day of September, 1997

Sandra B. Northam

Sandra B. Northam
Secretary of State