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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

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TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 934423 82150A

AUTHORIZATION *Patricia Pigott*
COST LIMIT : \$ 70.00

ORDER DATE : Apr 11 29, 1996

ORDER TIME : 9:41 AM

ORDER NO. : 934423

CUSTOMER NO: 82150A

600001799596

CUSTOMER: Mr. Jose Mojica
XL CORPORATE SERVICES

62 White Street

New York, NY 10013

DOMESTIC FILING

NAME: SUNBOW INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: *4/29/96*

**ARTICLES OF INCORPORATION
OF
SUNBOW INC.**

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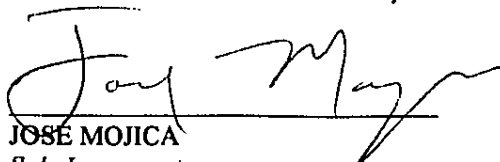
THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is **SUNBOW INC.**
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 100 (ONE HUNDRED) shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be 1736 SANDALWOOD DRIVE, SARASOTA, FL. 34231-5238 and the name of its initial registered agent at such address is **JOEL NIERENBERG**.
6. The number of directors constituting the initial board of directors is 2 (TWO) and the name and address of each person who is to serve as a member thereof is as follows:

**JOEL NIERENBERG AND ELAINE S. NIERENBERG BOTH AT 1736 SANDALWOOD
DV., SARASOTA, FL. 34231**
7. The name and address of the sole incorporator is: **JOSE MOJICA, c/o XL
CORPORATE SERVICES, INC., 62 WHITE STREET, 2ND FLOOR, NEW YORK, NY
10013.**

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 04/15/96


JOSE MOJICA
Sole Incorporator

ACCEPTANCE OF APPOINTMENT

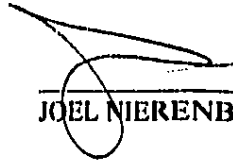
AS

REGISTERED AGENT

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96 APR 23 AM 11:54
SUNBOW INC.
TALLAHASSEE, FLORIDA

I, the undersigned, do hereby accept appointment as Registered Agent of SUNBOW INC.,
the within named corporation.

Dated: 4/12/96



JOEL NIERENBERG