

04/29/1996

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DIVISION OF CORPORATIONS
SERVICES

DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FAX: (904) 922-4000

((H96000006027))

OR P.A.

NAME: SURPRISE PRODUCT NETWORK, INC.

FAX AUDIT NUMBER: H96000006027

DATE REQUESTED: 04/29/1996

CERTIFIED COPIES: 0

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FROM: HELLER & BARNETT CORPORATE

1214 N UNIVERSITY DR

PLANTATION FL 33322-

CONTACT: BRIAN K BARNETT

PHONE: (954) 475-8484

FAX: (954) 475-1125

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/29

ARTICLES OF INCORPORATION
OF
Surprise Product Network, Inc.,
a Florida corporation

The undersigned, acting as incorporator of Surprise Product Network, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Florida corporation is:

Surprise Product Network, Inc.

ARTICLE II. ADDRESS

The corporation's mailing address is:

1321 South 30th Ave.
Hollywood, Florida 33020

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall begin effective April 29th, 1996.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1214 N. University Drive Plantation, Florida 33322 and the name of the corporation's initial registered agent at that address is Heller & Barnett Corporate Services.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors consisting of no less than One (1) director(s). The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than One (1). The name(s) of the initial director(s):

Name

Steven H. Hoffman
Kevin M. Cochran

Surprise Product Network, Inc.
1321 South 30th Ave.
Hollywood, Florida, 33020

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Heller & Barnett Corporate Services
1214 N. University Drive
Plantation, Florida 33322

The incorporator of the corporation assigns to this corporation his/her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he/she assigns to those persons designated by the board of directors any rights he/she may have as incorporator to

acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeat any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 29th day of April, 1996

Heller & Barnett Corporate Services:

By: 

Brian K. Barnett

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

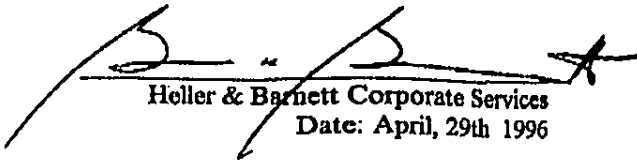
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Surprise Product Network, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 1214 N. University Drive Plantation, Florida 33322, has named Heller & Barnett Corporate Services, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Heller & Barnett Corporate Services
1214 N. University Drive Plantation, Florida 33322


Heller & Barnett Corporate Services
Date: April, 29th 1996

Heiler & Barnett Corporate Services
1214 N. University Drive
Plantation, Florida 33322
(305) 475-8484

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