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1201 HAYS STREET

1 FLORIDA, SUITE 1100

01-222

01-222 001 FAX

800-142-8081



PRIENT HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 086849 151857A

AUTHORIZATION :

*Patricia Pizzetti*

COST LIMIT : \$ 70.00

ORDER DATE : September 16, 1996

ORDER TIME : 12:11 PM

ORDER NO. : 086849

100001948281

CUSTOMER NO: 151857A

CUSTOMER: Dale W. Delaney, Esq  
DALE W. DELANEY, P.A.

Suite C-1  
1212 Court Street  
Clearwater, FL 34616

DOMESTIC FILING

NAME: SUNDIAL INDUSTRIES U.S.A.,  
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: W. Charles Earnest

EXAMINER'S INITIALS:

RECEIVED  
96 SEP 16 PM 2:00  
DIVISION OF CORPORATIONS  
96 SEP 14 PM 3:30

*ga*  
*9/16/96*

EFFECTIVE DATE

1-9/11/96

ARTICLES OF INCORPORATION  
OF  
SUNDIAL INDUSTRIES U.S.A., INC.

STATE  
RECORDS  
26 SEP 16 PM 3:30

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I  
CORPORATE NAME

The name of the corporation is SUNDIAL INDUSTRIES U.S.A., INC.

ARTICLE II  
DURATION; EFFECTIVE DATE

The period of its duration is perpetual and its effective date is the date these articles have been signed.

ARTICLE III  
PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and the state of Florida.

ARTICLE IV  
CAPITAL STOCK

The corporation is authorized to issue one thousand (1000) shares, all of one class, at \$0.01 par value.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent and office of the corporation are as follows:

William McKarney  
4546 Clearwater Harbor Drive  
Largo, FL 33770

**ARTICLE VI**  
**CORPORATE ADDRESS**

The street address of the initial principal office of the corporation is as follows:

4546 Clearwater Harbor Drive  
Largo, FL 33770

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

The corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the corporation in the manner provided by law, but shall never be less than two (2). The name and address of the initial directors of the corporation are:

Name	Address
William McKarney	4546 Clearwater Harbor Drive Largo, FL 33770
Stephanie McKarney	4546 Clearwater Harbor Drive Largo, FL 33770

**ARTICLE VIII  
INCORPORATOR**

The name and address of the Incorporator signing these Articles of Incorporation is:

William McKarney  
4546 Clearwater Harbor Drive  
Largo, FL 33770

**ARTICLE IX  
AMENDMENT OF BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws of the corporation shall be vested in the Board of Directors.

**ARTICLE X  
INDEMNIFICATION**

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the matter set out and provided for in the Bylaws of the corporation, pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

**ARTICLE XI  
INFORMAL ACTION OF DIRECTORS**

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation as part of the corporate records, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XII  
AMENDMENT OF ARTICLES**

The power to amend these Articles of Incorporation shall be vested in the Board of Directors.

**ARTICLE XIII  
TELEPHONE MEETINGS**

Members of the Board of Directors or the Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.

**ARTICLE XIV  
DIRECTOR QUORUM AND VOTING**

A majority of the directors shall constitute a quorum for a meeting of the directors of the corporation. If a quorum is present, the affirmative vote of a majority of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

**ARTICLE XV  
DIRECTOR CONFLICT OF INTEREST**

A. No contract or other transaction between the corporation and one (1) or more of the directors, or between the corporation and any other corporation, firm, association or other entity, in which one (1) or more of the directors are

directors or officers, or are financially interest, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, and the Board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interest director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

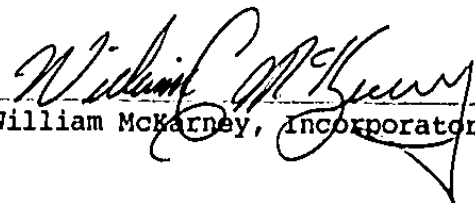
3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

**ARTICLE XVI  
INFORMAL ACTION OF SHAREHOLDERS**

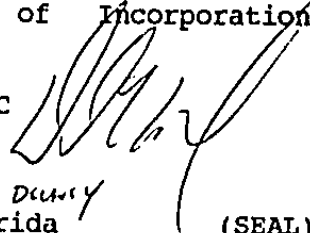
Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11 day of September, 1996.

  
William McKarney, Incorporator.

**STATE OF FLORIDA  
COUNTY OF PINELLAS**

Before me personally appeared on this 11<sup>th</sup> day of September, 1996, William McKarney, who is personally known to me or who has produced \_\_\_\_\_ as identification, and who acknowledged to and before me that he executed the foregoing Articles of Incorporation as Incorporator.

NOTARY PUBLIC 

PRINT NAME: Dale Delaney  
State of Florida  
Commission No.:  
My Commission Expires:

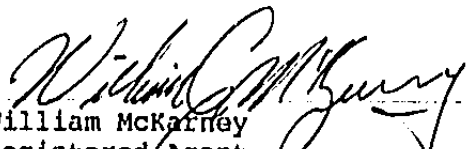
(SEAL)



DALE W. DELANEY  
MY COMMISSION # CC260114 EXPIRES  
April 3, 1997  
BONDED THRU TROY FAIN INSURANCE, INC.


STATE  
CLERK  
96 SEP 13 PM 3:30

I HEREBY acknowledge that I am familiar with and accept  
the duties and responsibilities as Registered Agent for the  
corporation.

  
William McKarney  
Registered Agent

STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me personally appeared on this 11<sup>th</sup> day of  
September, 1996, William McKarney, who is personally known to  
me or who has produced \_\_\_\_\_ as  
identification, and who acknowledged to and before me that he  
executed the foregoing Articles of Incorporation as  
Incorporator.

NOTARY PUBLIC 

PRINT NAME: Dale Delaney  
State of Florida  
Commission No.:  
My Commission Expires:

DALE W. DELANEY

MY COMMISSION # CC268114 EXPIRES  
April 3, 1997  
BONDED THRU TROY FARM INSURANCE, INC.

