

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Sunshine Filters, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No. s. _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE _____
 TIME _____
 BY _____ CK No. _____

WALK-IN
 Will Pick Up 26 12:00

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
SUNSHINE FILTERS, INC.

FILED
96 NOV 26 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE
THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER
THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

NAME

The name of this corporation is **SUNSHINE FILTERS, INC.**

ARTICLE II

PURPOSE

This corporation may engage in any activity or business permitted under the laws of the
United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have
outstanding at any time is 100,000 shares of common stock of \$1.00 per share par value.

ARTICLE IV

DURATION

This corporation is to exist perpetually, and its existence is to commence on the date of execution of these Articles of Incorporation.

ARTICLE V

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office and mailing address of the corporation shall be located at 2120 Range Road, Clearwater, Pinellas County, Florida, 34625.

The name and street address of the initial registered agent of the corporation in the State of Florida is: Frank J. Greco, 1715 N. Westshore Boulevard, Suite 750, Tampa, Hillsborough County, Florida, 33607. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. Initially, this corporation shall have four (4) directors, the names of whom are as follows:

NAME

ADDRESS

Michael J. Montana, Jr.

2120 Range Road
Clearwater, Florida 34625

Leo F. Saito, III

2120 Range Road
Clearwater, Florida 34625

Elio A. Floro, Jr.

2120 Range Road
Clearwater, Florida 34625

Timothy C. Holt

2120 Range Road
Clearwater, Florida 34625

ARTICLE VII

INCORPORATORS

The name and address of the incorporator of this corporation is:

NAME

ADDRESS

Leo F. Saito, III

2120 Range Road
Clearwater, Florida 34625

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof; to the fullest extent permitted by law.

ARTICLE IX

BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE X

AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

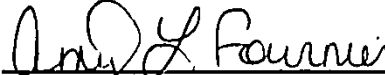
IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as Incorporator, by: LEO SAITO.

Dated this 21 day of November, 1996.

STATE OF FLORIDA)
COUNTY OF PINELLAS)


LEO F. SAITO, III

The foregoing instrument was acknowledged before me this 21 day of November, 1996, by LEO F. SAITO, III, who is personally known to me or who has produced _____ as identification.



Printed Name:
Notary Public
My Commission Expires:
Serial Number:



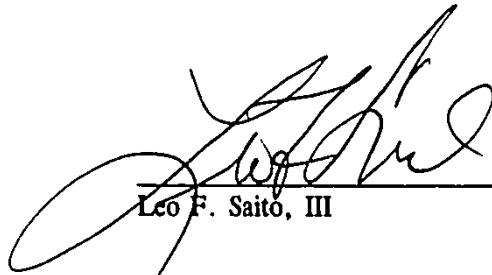
AMY L. FOURNIER
My Commission CC452553
Expires Apr. 12, 1999

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

FILED
96 NOV 26 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 607.0501, Florida Statutes, the following is submitted, in compliance with said statute:

That **SUNSHINE FILTERS, INC.**, desiring to organize under the laws of the State of Florida with its principal place of business in Pinellas County, Florida, has named Frank J. Greco, located at 1715 N. Westshore Boulevard, Suite 750, Tampa, Hillsborough County, Florida, 33607, as its agent to accept service of process within this state.


Leo F. Saito, III

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision relative to the proper and complete performance of my duties and I am familiar with and accept the obligation of my position as registered agent.


Registered Agent - Frank J. Greco