

# CASS & GRAHAM

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

112 SOUTH MAGNOLIA AVENUE  
TAMPA, FLORIDA 33606

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P97 0000 11357  
January 30, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

EFFECTIVE DATE  
2-1-97

FILED  
97 FEB -3 PM 9:45  
TALLAHASSEE, FLORIDA

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-02/03/97--01033--002  
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RE: New Filing

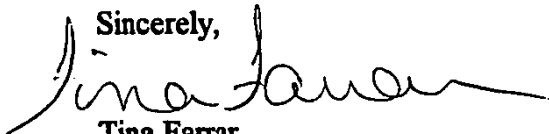
To Whom it May Concern:

Enclosed please find the Article of Incorporation for Sundial Collections, Inc. in Tampa, Florida. Please file and send a certified copy to the above address.

Also, please find enclosed a check in the amount of \$122.50.

Should you have any further questions, please do not hesitate to contact me.

Sincerely,



Tina Farrar  
Office Manager

Enclosures

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P. CHESLER

FEB 5 1997

## ARTICLES OF INCORPORATION

- of -

EFFECTIVE DATE

2-1-97

SUNDIAL COLLECTION, INC.

FILED  
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TALLAHASSEE, FLORIDA

The undersigned, **JONATHAN AGRI**, whose address is 112 South Magnolia Avenue, Tampa, Florida 33606, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

### ARTICLE I

The name of the Corporation shall be:

**SUNDIAL COLLECTION, INC.**

The principal place of business of this Corporation shall be 112 South Magnolia Avenue, Tampa, Florida 33606.

### ARTICLE II

The period of duration of the corporation shall be perpetual.

### ARTICLE III

The commencement of corporate existence:

The corporation's existence will commence February 1, 1997, provided however, that such date is within five business days prior to the date these Articles of Incorporation are filed by the Department of State of the State of Florida. If such date is not within five business days of the date of filing, then the corporation's existence will commence on the date these Articles of Incorporation are filed by the Department of State of the State of Florida.

#### **ARTICLE IV**

The purpose or purposes for which the Corporation is organized is as follows:

To engage in any activity or business not forbidden by the Florida corporation laws, or by other law, or by these Articles of Incorporation, and to carry on said activity or business in any state, territory, district or possession of the United States or in any foreign country to the extent that the activity or business is not forbidden by the law of the state, territory, district or possession of the United States or of any foreign country.

#### **ARTICLE V**

The aggregate number of shares that the corporation shall have authority to issue is Five Million Shares of capital stock with no par value per share.

#### **ARTICLE VI**

The initial street address in Florida of the initial registered office of the corporation is 112 South Magnolia Avenue, Tampa, Florida 33606, and the name of the initial Registered Agent at said address is Nancy J. Cass.

#### **ARTICLE VII**

The initial Board of Directors shall consist of One (1) member, who need not be a resident of the State of Florida or a shareholder in the Corporation.

#### **ARTICLE VIII**

The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified are as follows:

**Jonathan Agri**

**112 South Magnolia Avenue  
Tampa, Florida 33606**

## **ARTICLE IX**

The shareholders have the power to adopt, amend, alter or change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with no less than a majority of the vote of the common stock.

## **ARTICLE X**

10.1 The Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined by majority vote at a meeting or by a written instrument signed by a majority of all of the directors, that the officer, director or employee

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

(b) Acted in good faith in what he or she reasonably believed to be in the best interest of the Corporation; and

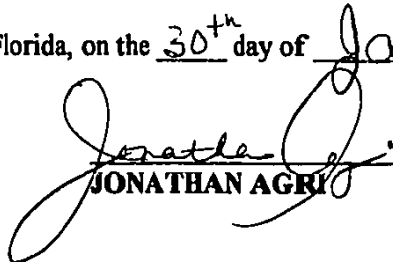
(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign

the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

10.2 Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer, director or employee is entitled to indemnification, the officer, director, or employee may, within sixty (60) days following the date of service of the demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in subparagraphs (a), (b), and (c) of paragraph 9.1. If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

**IN WITNESS WHEREOF**, the undersigned has made and subscribed to the above Articles of Incorporation at Tampa, Florida, on the 30<sup>th</sup> day of January, 1997.

  
\_\_\_\_\_  
JONATHAN AGRI

**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:

That **NANCY J. CASS**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Tampa, County of Hillsborough, and State of Florida, has named **NANCY J. CASS**, located at its registered office at 112 South Magnolia Avenue, Tampa, Florida 33606, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation at the 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.

  
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**NANCY J. CASS**  
Registered Agent

FILED  
97 FEB -3 PM 9:45  
TALLAHASSEE, FLORIDA