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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: SAPPHIRE PRODUCTS, INC.

AUDIT NUMBER.....H97000002386

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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NO. 284

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**ARTICLES OF INCORPORATION
OF
SAPPHIRE PRODUCTS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
NAME & ADDRESS**

The name of the corporation shall be: Sapphire Products, Inc.

The principal place of business of this corporation shall be: 8275 - 95th Street, North, St. Petersburg, FL 33708.

**ARTICLE II
NATURE OF BUSINESS**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States and the laws of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 1,000 having a par value of \$1.00.

**ARTICLE IV
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this corporation in the State of Florida is: 6130 Bay Lake Drive, North, St. Petersburg, FL 33708

The initial registered agent of this corporation is: Sandy J. Pendleton.

Prepared by:

Judy A. Behrman
6008 Seminole Blvd.
Seminole, FL 33778
(813) 366-3660

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**ARTICLE VI
DIRECTOR**

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, by amendment to the By-Laws, but shall never be less than one (1).

**ARTICLE VII
INITIAL DIRECTORS**

The names and street addresses of the members of the first Board of Directors are:

Name:**Office:****Address:**

Sandy J. Pendleton

President

6130 Bay Lake Drive, North
St. Petersburg, FL 33708**ARTICLE VIII
INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Sandy J. Pendleton

President

6130 Bay Lake Drive, North
St. Petersburg, FL 33708**ARTICLE IX
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE X
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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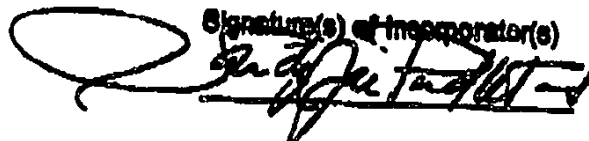
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**ARTICLE XI
DATE OF INCEPTION**

The date the corporate existence shall begin is as of the date of filing and acceptance of these Articles by the Secretary of State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 10th day of February, 1997.

Signature(s) of incorporator(s)



STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing Articles of Incorporation were acknowledged before me this 10 day of Feb 1997, by Sandy E. Handlston, who is personally known to me or who has produced _____ as identification.

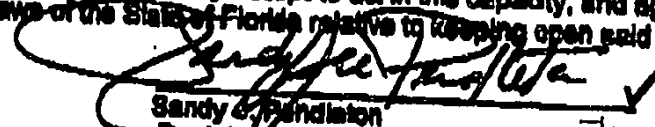


JUDY A. SCHAEFER
My Commission Expires Jan. 02, 1998
Resided by H&J
800-625-1025


NOTARY PUBLIC - State of Florida
My commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping open said office.


Sandy E. Handlston
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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