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ACCOUNT NO. : 072100000032

REFERENCE : 332980 109928A

AUTHORIZATION :

Patricia P. Pappas

COST LIMIT : \$ 70.00

ORDER DATE : April 16, 1997

ORDER TIME : 11:43 AM

ORDER NO. : 332980-005

CUSTOMER NO: 109928A

600002145226--7

CUSTOMER: Joseph C. Moffa, Esq
MOFFA & MOFFA, P.A.

The 110 Tower, Suite 1840
110 Southeast Sixth Street
Ft. Lauderdale, FL 33301

DOMESTIC FILING

NAME: SUNNY SIDE UP, 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: Deborah Schroder

EXAMINER'S INITIALS

DEPARTMENT OF CORPORATION

97 APR 16 PM 2:21

RECEIVED

FILED
97 APR 16 PM 3:50
TALLAHASSEE, FLORIDA

APR 16 1997

ARTICLES OF INCORPORATION
of
SUNNY SIDE UP, INC.

FILED
97 APR 16 PM 3:50
TALLAHASSEE FLORIDA

ARTICLE I - Name and Address

The Name of this corporation is SUNNY SIDE UP, INC. (hereafter referred to as the Corporation). The Corporation's principal address is The 110 Tower, Suite 1840, 110 SE. 6th Street, Ft. Lauderdale, Florida 33301.

ARTICLE II - Duration

This Corporation shall have perpetual existence commencing on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE III - Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Powers

This Corporation shall have all the powers conferred upon corporations organized under the laws of the Florida Statutes.

ARTICLE V - Capital Stock

This Corporation is authorized to issue 100 shares of One and no/100 Dollar (\$1.00) par value common stock.

ARTICLE VI - Pre-emptive Rights

Every shareholder, upon the issuance of any new stock of this Corporation of the same kind, class or series of that which he already holds, shall have the right to purchase his pro-rata share at the price at which it is offered to the others.

ARTICLE VII- Initial Registered Agent and Office

The street address of the initial registered office and agent of this Corporation is The Law Offices of Joseph C. Moffa P.A., The 110 Tower, Suite 1840, 110 S.E. 6th Street, Ft Lauderdale, Florida 33301, and the name of the initial registered agent of this Corporation, at that address, is Joseph C. Moffa.

ARTICLE VIII - Initial Board of Directors

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this Corporation is:

Joseph C. Moffa
The 110 Tower, Suite 1840
110 SE 6th Street
Fort Lauderdale, Florida 33301

ARTICLE IX- Incorporators

The name and address of the person signing these articles is:

Joseph C. Moffa
The 110 Tower, Suite 1840
110 S.E. 6th Street
Fort Lauderdale, Florida 33301

ARTICLE X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - Indemnification

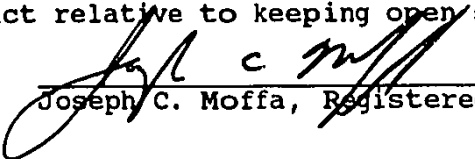
The Corporation shall indemnify an officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - Registered Agent

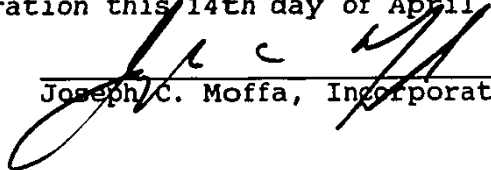
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with this Act:

FIRST -- That SUNNY SIDE UP, INC., desiring to organize under the laws of the State of Florida with it's principal office, as indicated in these Articles of Incorporation, at the City of Fort Lauderdale, County of Broward, has named Joseph C. Moffa located at, The Law Offices of Joseph C. Moffa P.A., The 110 Tower, Suite 1840, 110 S.E. 6th Street, Ft Lauderdale, Florida 33301 as its agent for service of process within this state.

ACKNOWLEDGEMENT -- Having been named to accept service for the above named 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.


Joseph C. Moffa, Registered Agent

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of April, 1997.


Joseph C. Moffa, Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Joseph C. Moffa who is personally known to me or who has produced a driver's license as identification to be the person who executed the forgoing Articles of Incorporation and he acknowledged before me that he executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the location aforesaid this 14 day of April, 1997.


Notary Public, Ft Lauderdale, Florida

My Commission Expires:



JOHN A. MOFFA
COMMISSION # CC 550242
EXPIRES MAY 07, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
97 APR 16 PM 3:50
TALLAHASSEE, FLORIDA