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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: SUNDOWNER MARKETING GROUP, INC.
AUDIT NUMBER.....H97000007512
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BM 517197

497-7512

ARTICLES OF INCORPORATION
OF
SUNDOWNER MARKETING GROUP, INC.

WE, the undersigned, do hereby associate ourselves together and subscribe to these Articles of Incorporation for the purpose of forming a corporation under the Laws of the State of Florida and subject to the following provisions:

ARTICLE I - NAME

The name of this corporation is Sundowner Marketing Group, Inc. and its principal office address is 727 South Krome Avenue, Homestead, Florida 33030. Other office for the transaction of business may be located wherever the directors may deem necessary or expedient.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation shall begin business with a minimum capital in the amount of \$500.00, evidenced by an issue of 500 shares of stock with a \$1.00 par value.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof at the price which it is offered to others.

497-7512

PREPARED BY:
ICS INDUSTRIES, INC.

64 NW 11th Street,
Miami, FL 33138

305-358-2571

20-2

ACE INDUSTRIES/PRINTING, CORP. KIT

305 358 7832

05-07-1987 09:120

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TALLAHASSEE, FLORIDA

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ARTICLE VI - INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of the corporation is
727 South Krome Avenue, Homestead, Florida 33030 and the name of the initial agent
of this corporation at that address is William P. Crowley, Jr.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have four directors initially. The number of directors
may be increased or decreased from time to time by the bylaws but shall never be
less than one. The names of the initial directors of this corporation are:

William P. Crowley, Jr. - 727 South Krome Avenue
Homestead, FL 33030

Robin S. Crowley - 727 South Krome Avenue
Homestead, FL 33030

C.L. Bible - 727 South Krome Avenue
Homestead, FL 33030

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

William P. Crowley, Jr. 727 South Krome Avenue, Homestead, FL 33030

Robin S. Crowley 727 South Krome Avenue, Homestead, FL 33030

ARTICLE IX - BYLAWS

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

ARTICLES X - INDEMNIFICATION

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

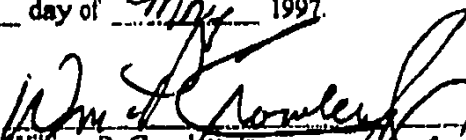

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ARTICLE XI - AMENDMENT

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 Stockholders meeting by majority of the stock entitled to vote thereon, unless all the Directors and Stockholders sign a written statement manifesting their intention that certain amendment of these Articles of Incorporation be made.

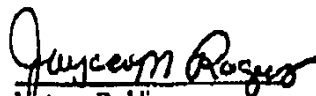
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5 day of May 1997.

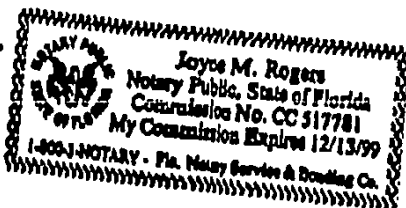

William P. Crowley, Jr.

Robin S. Crowley

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared William P. Crowley, Jr., and Robin S. Crowley known to me and known to be the persons who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, in the state and county aforesaid, this 5 day of May 1997.


Notary Public
State of Florida at Large



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT SUNDOWNER MARKETING GROUP, INC. DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF HOMESTEAD, STATE OF
FLORIDA, HAS NAMED WILLIAM P. CROWLEY, JR. LOCATED AT 727 SOUTH
KROME AVENUE, HOMESTEAD, FL 33030, STATE OF FLORIDA, AS ITS AGENT
TO ACCEPT SERVICES OF PROCESS WITHIN FLORIDA.

SIGNATURE

Robin S. Crowley
Robin S. Crowley

TITLE

Director

DATE

5/5/97

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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I, William P. Crowley, Jr. having been named to accept service of process for the Sundowner Marketing Group, Inc., a Florida corporation as contained in Article VI of the Articles of Incorporation, at the place designated in this Certificate, I hereby agree to act in this capacity as Registered Agent, and I further agree to comply with the provisions of all Statutes relative to the proper performance of my duties.

SIGNATURE

William P. Crowley Jr.

DATE

5/5/97

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