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6/11/97

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TO: DIVISION OF CORPORATIONS

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

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: SIRPRIZE, INC.

AUDIT NUMBER.....H97000009634

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 11, 1997

ACE INDUSTRIES, INC.

SUBJECT: SURPRISE, INC.
REF: W97000013747

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 92814

H97-9634

ARTICLES OF INCORPORATION

Article 1: Name of Corporation SIRPRIZE INTERNATIONAL, INC.
Address of Corporation 329 41st AVENUE
ST. PETERSBURG BEACH, FLORIDA 33706

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Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 1,000, with a par value of \$1.00. (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED AGENT WILLIAM J. DAVISON
and 329 41st AVENUE
REGISTERED OFFICE: ST. PETERSBURG BCH, FL 33706

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

William J. Davison 6/5/97
Signature of Registered Agent Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Vice-President. Then, sec/treasurer
1. WILLIAM J. DAVISON
329 41st AVENUE
ST. PETERSBURG BEACH, FLORIDA 33706

Article 5: The Name and Address of the INCORPORATOR is:

WILLIAM J. DAVISON
329 41st AVENUE
ST. PETERSBURG BEACH, FLORIDA 33706

In witness whereof I have subscribed my name William J. Davison
Signature of Incorporator
WILLIAM J. DAVISON

H97-9634
Prepared by:

ace INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-2571