

Jeffrey A. King, P.A.

ATTORNEY AT LAW

2071 MAIN STREET
SARASOTA, FLORIDA 34237

TELEPHONE: (941) 954-5585
FACSIMILE: (941) 951-7739

ALSO ADMITTED TO PRACTICE IN WYOMING

997000080135

September 11, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

100002293561--2
-09/15/97--01145--016
*****70.00 *****70.00

Re: SUN C PRODUCTS, INC.

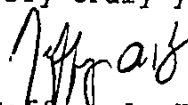
Gentlemen:

Please find enclosed the original and one copy of the Articles of Incorporation and the Acceptance by the Registered Agent for the above captioned corporation and my check in the amount of \$70.00 covering the following fees:

Filing fee \$ 35.00
Registered Agent Designation 35.00

Thank you for your courtesy.

Very truly yours,


Jeffrey A. King, Esq.

JAK/gs
enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 15 PM 12:13

D. BROWN SEP 16 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 15 PM 12:13

ARTICLES OF INCORPORATION
OF
SUN C PRODUCTS, INC.

The undersigned, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

SUN C PRODUCTS, INC.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The purpose of this corporation is to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of common stock with a par value of \$1.00 per share. The Board of Directors may dispose of the authorized, but unissued stock from time to time.

ARTICLE V. PREEMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and

any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI. RESTRICTION ON TRANSFER

All of the issued and outstanding shares of this corporation shall be made subject to restrictions on transferability by agreement among the holders of said shares. A copy of such agreement shall be kept in the file at the principal office of the corporation and shall be subject to inspection by stockholders of record and bona fide creditors of the corporation at reasonable times during business hours.

ARTICLE VII. REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation is: 2313 Tangerine Drive, Sarasota, Florida 34239, and the name of the initial registered agent at such address is:

DEBORAH B. OLLIVER

ARTICLE VIII. ADDRESS OF CORPORATION

The address of the principal office of the corporation is 2313 Tangerine Drive, Sarasota, Florida 34239, and the mailing address of the corporation is 2313 Tangerine Drive, Sarasota, Florida 34239.

ARTICLE IX. DIRECTORS

This corporation shall have one (1) director initially. The number shall be fixed by the bylaws and may be changed from

time to time. The name and address of each member of the first Board of Directors is:

Deborah B. Olliver 2313 Tangerine Drive
Sarasota, Florida 34239

ARTICLE X. INCORPORATOR

The street address of the incorporator is: 2313 Tangerine Drive, Sarasota, Florida 34239, and the name of the incorporator is: DEBORAH B. OLLIVER.

ARTICLE XI. COMMENCEMENT OF EXISTENCE

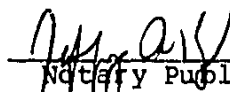
The corporation shall be deemed to commence its existence on September 11, 1997.

IN WITNESS WHEREOF, the Incorporator has subscribed his name this 11th day of September, 1997.

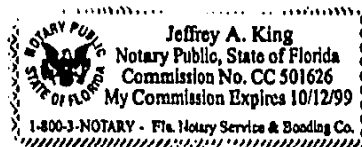

Deborah B. Olliver

STATE OF FLORIDA)
)
COUNTY OF SARASOTA)

SWORN TO AND SUBSCRIBED before me this 11th day of September, 1997, by DEBORAH B. OLLIVER, personally known to me or who produced _____ as identification.


Notary Public Jeffrey A. King

Jeffrey A. King, Esq.
2071 Main Street
Sarasota, Florida 34237
(941) 954-5585



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 15 PM 12:13

A C C E P T A N C E

Having been named as registered agent for SUN C PRODUCTS, INC., at the place designated in the foregoing Articles of Incorporation, I am familiar with and accept the obligations as registered agent for said corporation.

Dated this 11th day of September 1997.

Deborah B. Olliver
Deborah B. Olliver