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TO: DIVISION OF CORPORATIONS
FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: SUN-PROTECTOR, INC.
AUDIT NUMBER.....H98000011577
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

6-17-98

SUN-PROTECTOR, INC.

ARTICLE I - NAME

The name of this corporation is:

SUN-PROTECTOR, INC.

ARTICLE II - DURATION

This corporation is to exist perpetually and it shall commence its existence as of the date of subscription and acknowledgement, provided such date is within 5 days from the date of filing, otherwise, on the date of filing.

ARTICLE III - PURPOSE

The purpose of this corporation is to transact any and all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of Common Stock at \$1.00 Par Value.

Shares may be issued for such consideration, having a value not less than the par value of the shares issued therefore, as is determined from time to time by the board of directors.

Treasury shares may be disposed of by the corporation for such consideration as may be determined from time to time by the Board of Directors.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefore has been paid. When payment for the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the 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 pro rata share thereof

Prepared by:
Mario A. Lamar, Esq.
3971 S.W. 8 Street
Miami, Florida 33134
FL Bar No.: 156788
(305) 442-4748

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(as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE, AGENT AND PLACE OF BUSINESS

In accordance with §48.091 Florida Statutes, the street address of the initial registered office of this corporation is 350 Grapetree Dr. Key Biscayne, Florida 33149 and the name of the initial registered agent at that address is Stevan Desnica. The principal place of business of this Corporation shall be 350 Grapetree Dr. Key Biscayne, Florida 33149.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one.

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this corporation are:

Stevan Desnica 350 Grapetree Dr. Key Biscayne, Florida 33149

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such a person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not include any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which any directors may be a member, may be

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a part to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE X - REMOVAL OF DIRECTORS

Any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XI - INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation is: Stevan Desnica 350 Grapetree Dr. Key Biscayne, Florida 33149

ARTICLE XII - BY LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors. By-Laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Laws made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XIII - POWERS

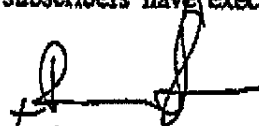
This corporation shall have all powers necessary or convenient to effect its purposes as enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the director of the Board of Directors.

ARTICLE XIV - 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.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this, 17 day of June, 1998.



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ACCEPTANCE BY REGISTERED AGENT:


Having been named registered agent pursuant to §48.091 Florida Statutes, I hereby accept to act in this capacity, and agree to comply with the provisions of said statute.


REGISTERED AGENT

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me on this day by Stevan Desnica who is personally known to me or who produced *PIRD 252-790 61 as 269-0* identification.

WITNESS my hand and official seal in the County and State aforesaid on this 17 day of June, 1998.


Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL
MARIO A LAMAR
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CCS05638
MY COMMISSION EXP. OCT. 25, 1999

GAWPSTIDATA/CORP/PART.INC

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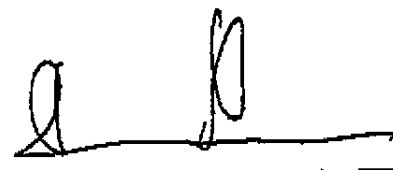
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to §48.091, Florida Statutes, the following is submitted, for the purpose of designating the place of business or domicile for the service of process.

That **SUN-PROTECTOR, INC.** being organized under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, State of Florida, has named **Stevan Desnica** of **350 Grapetree Dr. Key Biscayne, Florida 33149**, as agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated 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.



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REGISTERED AGENT
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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