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August 4, 1998

DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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***122.50 ***122.50

RE: SunspeX, Inc.

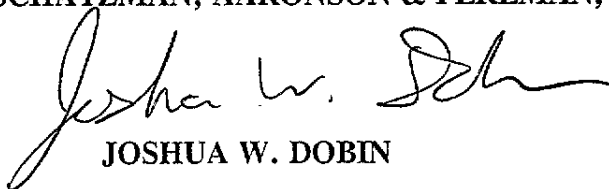
Ladies and Gentlemen:

Enclosed please find duplicate executed copies of the Articles of Incorporation of the above-referenced corporation. Also enclosed please find this firm's trust account check in the amount of \$122.50 to cover the filing fee and the fee for a certified copy of the Articles. Please expedite the filing of these Articles and return a certified copy to the undersigned indicating the filing thereof in the enclosed self-addressed, stamped envelope.

If you have any questions, please do not hesitate to call me collect at (305) 371-3100.

Very truly yours,

SCHANTZ, SCHATZMAN, AARONSON & PERLMAN, P.A.


JOSHUA W. DOBIN

JWD/cc
Encls.

G:\JWD\SUNSPEx.LTR

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK AUG 10 1998

ARTICLES OF INCORPORATION

- OF -

SUNSPEX, INC.

The undersigned, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is SUNSPEX, INC.

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purposes of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$.10 par value common stock which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 2538 Northwest 52nd Street, Boca Raton, FL 33496, and the name of the registered agent of this corporation at that

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address is **ELLEN FEINBERG GODUR**. The address of the corporation's principal office is the same as the address of its registered office.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

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

<u>NAME</u>	<u>ADDRESS</u>
ELLEN FEINBERG GODUR	2538 Northwest 52nd Street Boca Raton, FL 33496

ARTICLE VII - INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
ELLEN FEINBERG GODUR	2538 Northwest 52nd Street Boca Raton, FL 33496

ARTICLE VIII - BY-LAWS

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

ARTICLE IX - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of August, 1998.



ELLEN FEINBERG GODUR

STATE OF FLORIDA

)
:SS.:
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COUNTY OF MIAMI - DADE

SWORN TO AND SUBSCRIBED before me this 3rd day of August, 1998, by ELLEN FEINBERG GODUR.


VANESSA M. QUINTERO NOTARY PUBLIC
PRINT, TYPE OR STAMP NAME OF NOTARY



VANESSA M QUINTERO
My Commission CC507488
Expires Nov. 01, 1999

Personally known _____
or Produced Identification ✓
Type of Identification Produced Driver's License

DESIGNATION OF RESIDENT AGENT

Certificate Designating Place of Business or Domicile for the Service of Process
Within this State, Naming Agent Upon Whom Process May Be Served.

(Attached to the Articles of Incorporation of

SUNSPEX, INC.

and Made a Part Thereof)

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation to which this document is attached:

THAT, SUNSPEX, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation in the City of Boca Raton, County of Palm Beach, State of Florida, has named **ELLEN FEINBERG GODUR**, as its Registered Agent to accept service of process within this State.

ACCEPTANCE

THAT, I agree as Resident Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.


ELLEN FEINBERG GODUR,
Resident Agent

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TALLAHASSEE, FLORIDA