

LAW OFFICES OF

Charles J. Goldman, P.A.

601 SOUTH FEDERAL HIGHWAY
HOLLYWOOD, FLORIDA 33020

BROWARD: (954) 920-1986
FAX: (954) 929-2440

P 980000097323

November 13, 1998

State of Florida
Department of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

100002688561--5
-11/16/98--01119--005
*****70.00 *****70.00

Re: SUNPATH DESIGNS, INC.

Dear Sir or Madame:

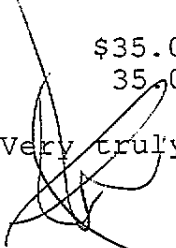
Enclosed is an original and one copy of the Articles of Incorporation for the above corporation. Please file the original in your offices and return one filed copy to me in the envelope I have provided.

I am enclosing my check for \$70.00 covering:

\$35.00 Filing Fee

35.00 Certificate Designating Registered Agent

Very truly yours,


CHARLES J. GOLDMAN
CJG/csg
Enclosures

FILED
98 NOV 16 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/19/98
[Signature]

ARTICLES OF INCORPORATION
OF
SUNPATH DESIGNS, INC.

FILED
98 NOV 16 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, hereby establish myself for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

SunPath Designs, Inc.

ARTICLE II - PURPOSE

The general character or nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) SHARES having a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE IV - CAPITAL

The amount of capital with which this corporation shall

begin business shall not be less than ONE HUNDRED (\$100.00)
DOLLARS.

ARTICLE V - DURATION

The corporation shall have perpetual existence.

ARTICLE VI - PRINCIPAL OFFICE

The initial street address of the corporation's principal
office is: 1020 South Southlake Drive, Hollywood, Florida 33019.

ARTICLE VII - MANAGEMENT BY SHAREHOLDERS

The corporation shall be a close corporation within the
meaning of, and governed by, the Florida Close Corporation Act.
The business of the corporation shall be managed by its
shareholders pursuant to Chapter 607 of the Florida Statutes.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Director initially. The
number of Directors may be increased or decreased from time to
time by the By-Laws but shall never be less than one. The names
and addresses of the Directors are:

Susan Miller
1020 S. Southlake Drive
Hollywood, Florida 33019

Ross McCluney
2287 Cox Road
Cocoa, Florida 32926

ARTICLE IX - SUBSCRIBERS

The name and address of each person signing these Articles of

Incorporation as a subscriber is:

Susan Miller
1020 S. Southlake Drive
Hollywood, Florida 33019

ARTICLE X - DISSOLUTION

The corporation may be dissolved at any time by: (1) unanimous written consent of the shareholders; (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE XI - REGISTERED AGENT

The name and address of the Registered Agent is:

CHARLES J. GOLDMAN, P.A.
601 South Federal Highway
Hollywood, Florida 33020

IN WITNESS WHEREOF, I, the undersigned subscriber of this Corporation, have executed these Articles of Incorporation at Hollywood, Broward County, Florida, on this 13th day of November

1998.

Susan Miller

Susan Miller, Subscriber

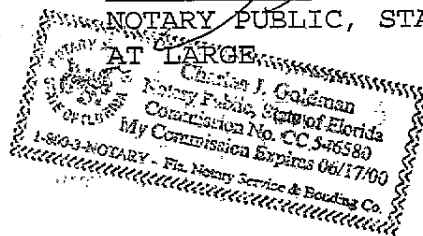
STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, this 13 day of November 1998, personally appeared SUSAN MILLER, who is personally known to me or who has produced Personally Known as identification and is the person described in the foregoing Articles of Incorporation of Sun Path Designs, Inc. and he acknowledged before me that he executed the same for the purposes therein expressed.

Charles J. Goldman

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:



Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I herby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Charles J. Goldman

CHARLES J. GOLDMAN, P.A.

FILED
98 NOV 16 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA