

P99000025717



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 175566 128930A

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 78.75

ORDER DATE : March 19, 1999

ORDER TIME : 12:36 PM

ORDER NO. : 175566-005

CUSTOMER NO: 128930A

CUSTOMER: William J. Dietz, Esq
WILLIAM JAMES DIETZ, ESQ
WILLIAM JAMES DIETZ, ESQ
25 South Magnolia Avenue

Orlando, FL 32801

100002812441--9

RECEIVED

99 MAR 19 PM 1:36

DIVISION OF CORPORATIONS

DOMESTIC FILING

NAME: SUNGOLD HOLDINGS, INC.

EFFECTIVE DATE:

EFFECTIVE DATE

3-17-99

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

Pmc
3/19/99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR 19 PM 4:10

FILED

ARTICLES OF INCORPORATION
OF
SUNGOLD HOLDINGS, INC.

FILED

99 MAR 19 PM 4:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 607 of the Florida Statutes, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I CORPORATE NAME.

The name of this corporation is Sungold Holdings, Inc.

EFFECTIVE DATE

3-17-99

ARTICLE II PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 19 North Westmoreland Drive, Orlando, Florida 32805.

ARTICLE III EXISTENCE

The existence of the corporation shall begin on March 17, 1999.

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 thousand (1000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. The corporation will have only one class of shares.

ARTICLE V INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent is William James Dietz , Dietz & Sanders, P.A., 25 South Magnolia Avenue, Orlando, Florida 32801.

ARTICLE V INCORPORATOR.

The name and street address of the incorporator to these articles of incorporation is William James Dietz, 25 South Magnolia Avenue, Orlando, Florida 32801.

Articles of Incorporation of Sungold Holdings, Inc.
Page 2 of 2
March 17, 1999

ARTICLE VI DIRECTORS

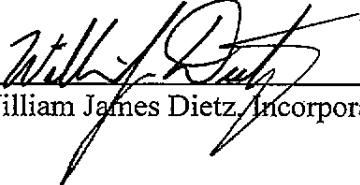
This Corporation shall have up to five members on the Board of Directors. The Initial Board of Directors and their addresses are:

Larry Goldfarb 19 North Westmoreland Drive, Orlando, Florida 32805.

ARTICLE VII AMENDMENTS

These Articles may be amended by a favorable vote of Seventy-five percent (75%) percent of the Shareholders or Board of Directors.

The undersigned has executed these articles of incorporation on March 17, 1999.



William James Dietz, Incorporator

DESIGNATION OF REGISTERED AGENT AND ACCEPTANCE

FILED

99 MAR 19 PM 4:09

SECRETARY OF STATE
TAMPA, FLORIDA

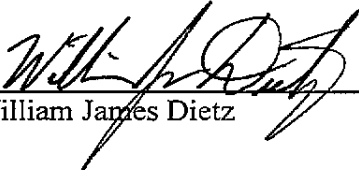
Pursuant to the provisions of Florida Statutes §607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is Sungold Holdings, Inc..
2. The name of the registered agent is William James Dietz.
3. The address of the registered agent/registered office is Dietz & Sanders, P.A. 25 South Magnolia Avenue, Orlando, Florida 32801.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: March 17, 1999



William James Dietz