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LAW OFFICES  
GARY P. COHEN, P.A.

BANK ATLANTIC BUILDING  
FOURTH FLOOR  
46 SOUTHWEST FIRST STREET  
MIAMI, FLORIDA 33130-1697  
TELEPHONE (305) 372-8844  
FAX (305) 358-5202

May 6, 1999

100002869601--D  
-05/10/99--01117--005  
\*\*\*\*245.00 \*\*\*\*\*78.75

Secretary of State  
P.O. Box 6327  
Tallahassee, Florida 32314

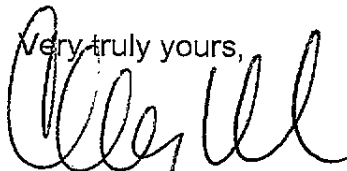
RE: Sun Tzu Development Corp. and Sun Tzu Holdings, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation of the above referenced corporations, along with check in the amount of \$245.00 to cover filing fee.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

  
Gary P. Cohen

FILED  
99 MAY 10 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

GPC/jdr  
Enclosures

4

See 5/13

ARTICLES OF INCORPORATION  
OF  
SUN TZU HOLDINGS, INC.

FILED  
99 MAY 10 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of this corporation is **SUN TZU HOLDINGS, INC.**

ARTICLE II.

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III.

This corporation is organized for the following purpose: To engage in the transaction of any and all lawful business whatsoever.

ARTICLE IV.

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V.

The street address of the initial registered office of this corporation and the principal address is 46 S. W. First Street, Suite 400, Miami, Florida 33130, and the name of the initial registered agent of this corporation at that address is GARY P. COHEN.

ARTICLE VI.

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors of this corporation and of the corporation are:

David Sarnier  
650 West Avenue #2601  
Miami Beach, FL 33139

Michael Ault  
650 West Avenue, #2601  
Miami Beach, FL 33139

Tony Theodore  
1200 West Avenue, #625  
Miami Beach, FL 33139

ARTICLE VII.

The name and address of the person signing these articles is GARY P. COHEN, 46 S. W. First Street, Suite 400, Miami, Florida 33130.

ARTICLE VIII.

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

ARTICLE IX.

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

ARTICLE X.

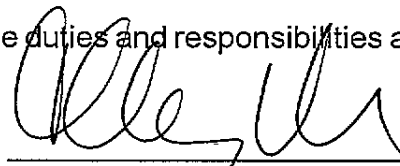
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI.

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, 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 6th day of May, 1999.

I AM HEREBY familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
\_\_\_\_\_  
GARY P. COHEN  
Subscriber and Registered Agent

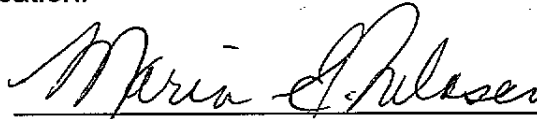
STATE OF FLORIDA

)  
SS.

COUNTY OF MIAMI-DADE

)

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of May, 1999, by GARY P. COHEN, who is personally known to me or who has produced \_\_\_\_\_ as identification.



NOTARY PUBLIC, State of Florida

at Large

My Commission Expires:

Print Name: MARIA E. NOLASCO

