

LANGEN & LANGEN, P.A.

ATTORNEYS AT LAW

112 SOUTH HIBISCUS ISLAND

MIAMI, FLORIDA 33139-5130

HILARY LANGEN \*  
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July 2, 1999

\* ADMITTED IN FLORIDA AND BRAZIL  
+ ADMITTED IN FLORIDA AND NEW YORK  
† ADMITTED IN FLORIDA AND BEFORE THE  
U.S. PATENT AND TRADEMARK OFFICE

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

Re: SUN & PROFIT GROUP, INC.

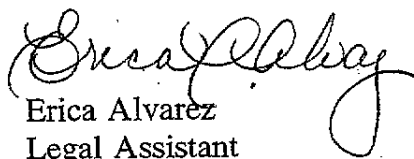
Dear Sirs:

Enclosed please find for filing the original Articles of Incorporation and one copy for certifying for the a.r. firm. A preliminary search by your office has indicated that the name is available.

Also enclosed is a check for \$78.75 to cover the costs of the filing fee as well as the cost of one certified copy of the articles.

Thank you very much.

Sincerely yours,

  
Erica Alvarez  
Legal Assistant

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TS 7/14/99

ARTICLES OF INCORPORATION OF  
SUN & PROFIT GROUP, INC.

ARTICLE I  
NAME

The name of this corporation is SUN & PROFIT GROUP, INC.

ARTICLE II  
PURPOSE

This corporation is organized to do any and all lawful business.

ARTICLE III  
CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) Shares of stock, at \$1.00 par value.

ARTICLE IV  
INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation, together with the agent's address, is Max Langen, Esq., 112 South Hibiscus Drive, Miami, FL 33139-5130

ARTICLE V  
INITIAL MAILING ADDRESS

The initial mailing address of this corporation is:

c/o Max Langen  
112 S. Hibiscus Dr.  
Miami Beach, FL 33139

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TALLAHASSEE, FLORIDA

ARTICLE VI  
BOARD OF DIRECTORS

This corporation shall have at least one director. The number of directors of this corporation may be established from time to time in the manner provided by the Bylaws. The initial directors of the corporation and their addresses are:

Ulrich Ansin  
5321 Bayview Drive  
Fort Lauderdale, FL 33308

Joe Santoro  
1011 E. Las Olas Blvd.  
Ft. Lauderdale, FL. 33301

Richard Pearson  
1011 E. Las Olas Blvd.  
Ft. Lauderdale, FL. 33301

Max Langen  
112 S. Hibiscus Dr.  
Miami Beach, FL 33139

ARTICLE VII  
INCORPORATOR

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

Max Langen  
112 S. Hibiscus Dr.  
Miami Beach, FL 33139

ARTICLE VIII  
INDEMNIFICATION

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

ARTICLE IX  
BYLAWS

The Board of Directors and the shareholders shall each have the power to adopt, alter, amend or repeal Bylaws.

ARTICLE IX  
BUY-OUT, RIGHT OF FIRST REFUSAL PROVISIONS

Any shareholder may make an offer for the shares of any other shareholder. The offered-to shareholder must accept the offer, or must buy the offeror's shares at the exact same per share price as the offer. Seven days after the offer is made, unless the offered-to shareholder tenders this amount, tender of the amount of the offer to the shareholder at her address of record or the registered agent's office shall complete the sale of the shares of this corporation. Likewise if the offered-to shareholder shall first tender the correct amount. Replacement share certificates shall be issued if the originals are not surrendered, which originals shall be null and valueless.


Under this provision, any shareholder can force any other shareholder out of the corporation, subject to the risk that the other shareholder turns around and forces them out. This is a restriction on the shares of this corporation.

Any shareholder selling her shares to any party who is not already a shareholder of the corporation must first give all other shareholders holding more than 5% of the outstanding shares an chance to make an offer under the above paragraph, and must allow for the seven days contemplated above. This requirement, however, may not be used to delay that sale, by, for example, avoiding notice of the plan to sell.

ARTICLE XI  
CORPORATE EXISTENCE

The existence of this corporation shall be perpetual and shall commence on the date of the filing of these Articles with the Secretary of State.


In witness whereof, the undersigned incorporator executed these Articles of Incorporation this 2<sup>nd</sup> day of July, 1999.

  
\_\_\_\_\_  
Incorporator  
Max Langen

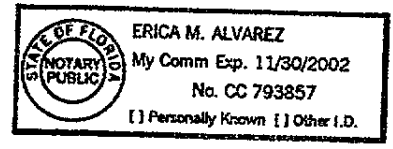
STATE OF FLORIDA    )  
COUNTY OF DADE    )

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of July, 1999, by Max Langen who is:

personally known to me; or  
\_\_\_\_\_ has produced \_\_\_\_\_ as identification and  
who did (did not) take an oath.

  
\_\_\_\_\_  
Notary Public, Florida

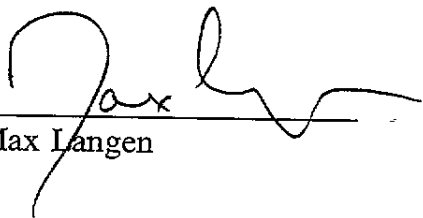
My commission expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the registered agent of SUN & PROFIT GROUP, INC.

This acceptance is dated the 2<sup>nd</sup> day of July, 1999.

  
\_\_\_\_\_  
Max Langen

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TALLAHASSEE, FLORIDA

CONSENT TO CORPORATE ACTION OF  
SUN & PROFIT GROUP, INC.

Max Langen, being the sole incorporator of the corporation SUN & PROFIT GROUP, INC., hereby waives notice of a meeting of the directors and consents to and adopts the following as actions of the corporation as of the date set forth below:

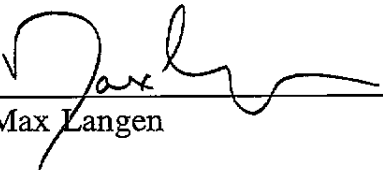
1. RESOLVED, that the officers of the corporation shall be as follows:

President:	Ulrich Ansin
Vice President:	Joe Santoro
Vice President, Secretary:	Richard Pearson
Vice President, Treasurer:	Max Langen

2. RESOLVED, that Max Langen resigns as incorporator.

3. RESOLVED, that the corporation shall open a bank account at a bank chosen by one of the officers and that the corporation hereby adopts any resolution required by said institution. Each officer shall be authorized to sign checks on the account signing individually.

Date: July 12, 1999

  
\_\_\_\_\_  
Max Langen