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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: COHEN, CHASE, HOFFMAN & TRAUTMAN, P.

DEPARTMENT OF STATE

9400 S DADELAND BLVD

STATE OF FLORIDA

SUITE 600

409 EAST GAINES STREET

MIAMI FL 33156-

9-0000

TALLAHASSEE, FL 32399

CONTACT: MARY W KURIANSIK

FAX: (904) 922-4000

PHONE: (305) 670-0201

FAX: (305) 670-6152

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SUNSET CLUB APARTMENTS, INC.

FAX AUDIT NUMBER: H96000009643

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ARTICLES OF INCORPORATION
OF
SUNSET CLUB APARTMENTS, INC.

ARTICLE I - NAME

The name of this corporation is SUNSET CLUB APARTMENTS, INC.

ARTICLE II - CORPORATE EXISTENCE

The existence of this corporation shall commence on the day of filing these Articles of Incorporation; provided that if such day be unauthorized under law, then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence. The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the State of Florida. Additionally, the corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

This instrument prepared by:
Alan R. Chase, Esquire
Florida Bar No. 205478
Cohen, Chase & Hoffman, P.A.
9400 S. Dadeland Boulevard, Suite 600
Miami, Florida 33156
(305) 670-0201

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ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
7,500	\$1.00	Common

ARTICLE V - PRINCIPAL OFFICE

The corporation's principal office shall initially be located at the following address: 80 Business Park Drive, Armonk, New York 10504. The corporation's mailing address shall, initially, be located at the same address.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

REGISTERED AGENT

Alan R. Chase, Esquire

STREET ADDRESS OF REGISTERED OFFICE

9400 S. Dadeland Boulevard, Suite 600
Miami, Florida 33156

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one 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. The initial director of this corporation shall be Edward A. Lashins, Jr.

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ARTICLE VIII - INCORPORATOR

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

NAME**ADDRESS**

Edward A. Lashins, Jr.

80 Business Park Drive
Armonk, New York 10504**ARTICLE IX - INDEMNIFICATION**

This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8TH day of July, 1996.

Incorporator:


EDWARD A. LASHINS, JR.

I, the undersigned initial registered agent, am familiar with and accept the duties and responsibilities as registered agent for the corporation:


ALAN R. CHASE

PARA\FILES\SUNSET\ARTICLES

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