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SANDLER & SANDLER

ATTORNEYS AT LAW

A. M. SANDLER (1904-75)
M. L. SANDLER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 21 AM 11:25

May 18, 1998

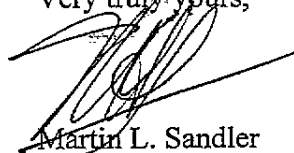
Department of State
Division of Corporations
Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed find original and copy of Articles of Incorporation of Sunset One, Inc. together with check in the sum of \$122.50 representing payment for filing fee; Designation and Acceptance of Registered Agent and Certified copy of Articles of Incorporation.

Upon filing please return the certified copy of the Articles to the undersigned.

Very truly yours,



Martin L. Sandler
729 Ingraham Building
25 SE Second Avenue
Miami, FL 33131

enclosures

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ARTICLES OF INCORPORATION OF SUNSET ONE, INC.

ARTICLE I

The name of this corporation is Sunset One, Inc.

ARTICLE II

This corporation is to have perpetual existence.

ARTICLE III

This corporation shall have the power to transact any and all lawful business under the laws of the State of Florida.

ARTICLE IV

This corporation is authorized to issue 1,000 shares of common stock at \$1.00 par value per share.

ARTICLE V

It is the intention and purpose of the subscribers of these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the provisions of Section 1244 of the Internal Revenue Code, and it is contemplated that the stockholders and officers of this corporation shall adopt such resolutions as are appropriate in order to effectuate the treating of the stock of this corporation under section 1244 of the Internal Revenue Code.

ARTICLE V

The street address of the initial registered office of the corporation is Suite 729, 25 SE Second Avenue, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Tricia N. Sandler. The principal place of business is the same.

ARTICLE VI

The corporation shall initially have two Directors which may be increased or diminished by the bylaws but shall never be less than one.

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98 MAY 21 AM 11:26

The names and addresses of the initial Directors :

Martin L. Sandler
Suite 729
25 SE Second Avenue
Miami, Florida 33131

Tricia N. Sandler
Suite 729
25 SE Second Avenue
Miami, Florida 33131

ARTICLE VII

The names and addresses of the persons signing these articles are:

Martin L. Sandler
Suite 729
25 SE Second Avenue
Miami, Florida 33131

Tricia N. Sandler
Suite 729
25 SE Second Avenue
Miami, Florida 33131

ARTICLE VIII

The names and addresses and offices of the initial officers of this corporation are:

Tricia N. Sandler
President
Suite 729
25 SE Second Avenue
Miami, Florida 33131

Martin L. Sandler
Vice President, Secretary/Treasurer
Suite 729
25 SE Second Avenue
Miami, Florida 33131

ARTICLE IX

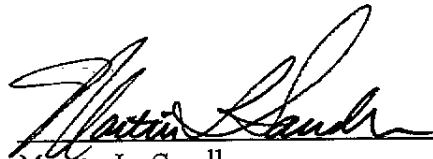
The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders.

ARTICLE X

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

IN WITNESS WHEREOF, the undersigned subscribers executed these Articles of Incorporation this 19th day of May, 1998.


Tricia N. Sandler


Martin L. Sandler

I hereby accept designation as resident agent for Sunset One, Inc.


Tricia N. Sandler


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State of Florida :
:
County of Miami- :
Dade :

BEFORE ME THE UNDERSIGNED authority personally appeared Martin L. Sandler and Tricia N. Sandler, known to me and known to me to be the persons who executed the foregoing Articles of Incorporation. They exhibited to me identification and acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS THEREOF I have hereunto set my hand and seal this 18th day of May, 1998.


Notary Public, State of Florida

 **IRMA PEREZ**
My Commission CC477000
Expires Aug. 13, 1999
Bonded by ANS
800-852-5878

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My Commission CC477000
Expires Aug. 13, 1999
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