

# N/29504

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

\_\_\_\_\_  
(Business Entity Name)

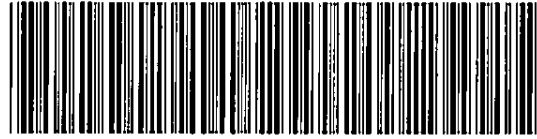
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(Document Number)

Certificat Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



200416678802

# N 29504

LAW OFFICES  
**MISHAN, SLOTO & HOFFMAN**  
A PROFESSIONAL ASSOCIATION  
SOUTHEAST FINANCIAL CENTER - SUITE 2350  
200 SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131

STEVEN NISHAN  
JAMES R. SLOTO  
FREDRIC A. HOFFMAN  
RALIE FEGELES  
LAWRENCE S. RIBLER  
DIANE M. VAN NESS

TELEPHONE (305) 378-1792  
FAX (305) 378-2328

November 30, 1988

VIA FEDERAL EXPRESS

Secretary of State  
Corporation Filing Office  
409 E. Gaines  
Tallahassee, Florida 32399

Re: Incorporation: The 360 Corporation  
Worthy Promotions, Inc.  
The Phineas Corporation

12/02/88	00035	003
NON PROFIT		
REGISTERED AGENT		20.00
CERT/PHOTO COPY		5.00
NON PROFIT		30.00
-----		
TOTAL		55.00

EFFECTIVE DATE  
11-30-88

RECORDED  
INDEXED  
CORPORATIONS

Hear Sir/Madam:

We herewith forward to you for approval and filing, as soon as possible, the Articles of Incorporation of the above-referenced, not-for-profit corporations. Please certify the enclosed copy of same and return the certified copy to us at your earliest convenience. Please note that the date of commencement is November 30, 1988. Please call me to confirm that these corporations have been incorporated.

Our check in the amount of \$165.00 includes:

Filing Fee (3 x \$30.00)	\$ 90.00
Certified Copy (3 x \$5.00)	15.00
Resident Agent Fee (3 x \$20.00)	60.00
	<u>\$165.00</u>

Thank you for your cooperation and assistance.

Very truly yours,

*Lawrence A. Ribler*  
LAWRENCE S. RIBLER

FILING	<u>30</u>
R. AGENT	<u>20</u>
C. COPY	<u>15</u>
TOTAL	<u>65</u>
N. BANK	_____
BALANCE DUE	_____
REFUND	_____

Name	
Availability	
LSB	
Enclosure	
W. P. Verity	

*[Handwritten signatures and initials]*

**ARTICLES OF INCORPORATION**  
**OF**  
**WORTHY PROMOTIONS, INC.**  
**(A FLORIDA NOT FOR PROFIT CORPORATION)**

**ARTICLE I - NAME**

The name of this corporation is Worthy Promotions, Inc.

**EFFECTIVE DATE**

**ARTICLE II - CORPORATE EXISTENCE**

**11-30-88**

The existence of this corporation shall commence on the 30th day of November, 1988; 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 purposes for which this corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue law.

**ARTICLE IV - LIMITATION**

A. No part of the net earnings, gains or assets of the corporation shall inure to the benefit of or be distributable to its Members, Nonvoting Members, Directors or Officers, other private individuals, or organizations organized and operated for a profit; provided, however, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3, hereof, to the extent permitted by law.

B. Notwithstanding any other provisions in these Articles, the corporation shall not carry on any activities not permitted to be carried on by (a) an organization exempt from federal income tax under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3) [OPTION: 501(c) (2)]; and (b) an organization described in Internal Revenue Code Sections 509(a)(1), (2), or (3) (as the case may be); and/or (c) by an organization, contributions to which are deductible under Internal Revenue Code Sections 170(c)(2), 2055(a)(2), or 2522(a) (2).

#### ARTICLE V - SHAREHOLDERS

The shareholder shall have all the rights and privileges granted to stockholders of a not for profit corporation under the Florida Not For Profit Corporation Act, except as otherwise limited by these Articles and the By-Laws of the corporation.

#### 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:

<u>Registered Agent</u>	<u>Street Address of Registered Office</u>
Leslie W. Leech, Jr.	22300 S.W. 162 Avenue Miami, Florida 33170

#### ARTICLE VII - BOARD OF DIRECTORS

The management of this corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than three. The Shareholders shall elect the Directors at the annual meeting of the Shareholders. The By-Laws may provide for ex officio and honorary Directors, and specify their rights and privileges. The names and addresses of the initial Directors of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Patrick P. Salkeld	1630 So. Goldeneye Lane Homestead, Florida 33035
Stephen T. Rice, CLU, ChFC	11500 S.W. 92 Court Miami, Florida 33176
Robert Ferris	8281 S.W. 187 Street Miami, Florida 33157

#### ARTICLE VIII - DISSOLUTION

In the event of dissolution or final liquidation of this corporation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation to one or more of the following categories of recipients as the Board of Directors of the corporation shall determine:

(a) a nonprofit organization or organization which may have been created to succeed the corporation as long as such organization or each such organization shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization exempt from federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3); and/or

(b) a nonprofit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization exempt from federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3).

#### ARTICLE IX - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Leslie W. Leech, Jr.	22300 S.W. 162 Avenue Miami, Florida 33170

**ARTICLE X - 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 30<sup>th</sup> day of November, 1988.

  
Leslie W. Leech, Jr.

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing Articles of Incorporation were acknowledged before me this 30<sup>th</sup> day of November, 1988 by Leslie W. Leech, Jr., as Incorporator.

  
Notary Public, State of Florida

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP. JULY 27, 1990  
BONDED THRU GENERAL INV. CO.

FILE NOW! ANNUAL REPORT DELINQUENT AFTER JULY 1ST

PROVED AND

DO NOT WRITE IN THIS SPACE

CORPORATION



FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State  
DIVISION OF CORPORATIONS

1989 JUL 18 11:11:58

FLORIDA  
CORPORATION  
TALLAHASSEE

ANNUAL REPORT  
1989

Filing Fee of \$35 Required - Make Checks Payable To: Secretary of State

1. Name and Address of Corporation Principal Office  ZIP - 4  N29504 0 WORTHY PROMOTIONS, INC. C/O LESLIE W. LEBCH, JR. 22300 S.W. 162 AVENUE MIAMI, FL 33170-3904		2. Enter Change of Address of Corporation Principal Office. P.O. Box Number Alone is NOT Sufficient	
		Street Address 21	
		P.O. Box No. 22	
		City and State 23	
		Zip Code 24	

If above address is incorrect in any way, enter the correct address in item 2. Include Zip Code.

3. Date Incorporated or Qualified To Do Business in Florida: 11/30/1988	4. Federal Employer Identification Number (FEIN): 59-1260233	5. Date of Last Report:
-------------------------------------------------------------------------	--------------------------------------------------------------	-------------------------

6. Names and Street Addresses of Each Officer and Director, as of December 31, 1988				
1. Title	2. Names of Officers and Directors	3. Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	4. City and State	5.
X P/D	SALKELD, PATRICK P.	1630 SO. GOLDENBYE LN.	HOMESTEAD, FL	
X V/D	RICE, STEPHEN T.	11500 SW 92 COURT	MIAMI, FL	
X S/D	FERRIS, ROBERT	8281 SW 187 STREET	MIAMI, FL	

REGISTERED AGENT INFORMATION		6. Name and Address of New Registered Agent	
7. Name and Address of Current Registered Agent		Name 81	
LEBCH, LESLIE W. 22300 S.W. 162 AVENUE MIAMI, FL 33170		Street Address 1 (Do NOT Use P.O. Box Number) 82	
		Street Address 2 (Do NOT Use P.O. Box Number) 83	
		City and State 84	Zip Code 85

9. Pursuant to the provisions of Sections 607.034 and 607.037, Florida Statutes, the above-named corporation, incorporated under the laws of the State of Florida, submits the statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by resolution duly adopted by its board of directors or I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of, Section 607.325 F.S.

SIGNATURE \_\_\_\_\_ DATE \_\_\_\_\_  
(Registered Agent Accepting Appointment)

10. If a foreign corporation, date first transacted business in Florida \_\_\_\_\_

11. See signature restrictions under instructions on reverse side of this form.  
I Certify That I Am An Officer or Director of the Corporation, the Receiver or Trustee Empowered to Execute This Report as Required by Chapter 607 F.S. I Further Certify That I Understand My Signature On This Report Shall Have the Same Legal Effect As If Made Under Oath.  
(Officer or Director signing must be listed in Block 6.)

Signature: <i>Patrick P. Salkeld</i>	Date: 6-28-89
Typed Name of Signing Officer or Director	Telephone Number

12. Should you desire a certificate of status check the box:  CERTIFICATE OF STATUS DESIRED

FILE NOW! THIS ANNUAL REPORT WILL BE DELINQUENT AFTER JULY 1ST

FD-200 (8-85)

CORPORATION

ANNUAL REPORT  
1990



FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State  
DIVISION OF CORPORATIONS

DO NOT WRITE IN THIS SPACE

RECEIVED FEB 16 1991

Filing Fee of \$35 Required — Make Checks Payable To: Secretary of State

1. Name and Address of Corporation Principal Office

N29504 0

ZIP + 4 PRESORT

WORTHY PROMOTIONS, INC.  
C/O LESLIE W. LEECH, JR.  
22300 S.W. 182 AVENUE  
MIAMI, FL 33170-3904

2. If Address in Block 1 is incorrect in any way, enter the correct address below. PO Box number alone is NOT sufficient. The NAME of the corporation can be changed only by filing an amendment.

Street Address 21

PO Box No 22

City and State 23

Zip Code 24

If above address is incorrect in any way, enter the correct address in Block 2. Include Zip Code

3. Date Incorporated or Qualified to Do Business in Florida

11/30/1988

4. FEI Number

59-1260233

FEI Number Applicable For FEI Number Not Applicable

5. Name and Street Address of Each Officer and Director (Do not use any abbreviation or fail to cover over incorrect information)

1. Title	2. Name of Officers and Directors	3. Street Address of Each Officer and Director (Do NOT use Post Office Box Numbers)	4. City and State
P/D	SALKELD, PATRICK P.	1680 SW GOLDENEYE LN.	HOMESTEAD, FL
V/D	RICE, STEPHEN T.	11500 SW 92 COURT	MIAMI, FL
S/T/D	FERRIS, ROBERT	6201 SW 187 STREET	MIAMI, FL

(SEE ATTACHED)

REGISTERED AGENT INFORMATION

6. Name and Address of the Registered Agent

Name 81

Street Address 1 (Do NOT Use PO Box Numbers) 82

Street Address 2 (Do NOT Use PO Box Numbers) 83

City and State 84

FL

Zip Code 85

LEECH, LESLIE W.  
22300 S.W. 182 AVENUE  
MIAMI, FL 33170

7. Declaration by the president or secretary of the corporation that the corporation is a corporation organized under the laws of the State of Florida, subject to the provisions of the Florida Department of State, and that the corporation is a corporation organized under the laws of the State of Florida, subject to the provisions of the Florida Department of State, and that the corporation is a corporation organized under the laws of the State of Florida, subject to the provisions of the Florida Department of State.

8. Signature

(Registered Agent's Signature)

Date

9. Declaration by the president or secretary of the corporation that the corporation is a corporation organized under the laws of the State of Florida, subject to the provisions of the Florida Department of State, and that the corporation is a corporation organized under the laws of the State of Florida, subject to the provisions of the Florida Department of State.

LESLIE W. LEECH, JR.

PRESIDENT

(305) 245-6150

CERTIFICATE OF STATING CORRECT





WORTHY PROMOTIONS, INC.  
22300 SW 162 AVENUE  
MIAMI, FL 33170-3904

<u>TITLE</u>	<u>NAMES OF OFFICERS AND DIRECTORS</u>	<u>STREET ADDRESS OF EACH OFFICER/DIRECTOR</u>	<u>CITY AND STATE</u>
✓ D	TUCKER, GERRY	8100 SW 133 COURT	MIAMI, FL
✓ D	SALKELD, PATRICK P.	1630 S. GOLDENEYE LN.	HOMESTEAD, FL
✓ D	WEINBACH, PHILIP N.	10201 SW 121 STREET	MIAMI, FL
✓ D	FERRIS, ROBERT	8281 SW 187 STREET	MIAMI, FL
✓ D	GREENBERG, BARNETT	7761 SW 176 STREET	MIAMI, FL
✓ P	LEECH, LESLIE W., JR.	22300 SW 162 AVENUE	MIAMI, FL
T/S	HART, MICHAEL	22300 SW 162 AVENUE	MIAMI, FL

429504

**MISHAN, SLOTO, HOFFMAN & GREENBERG**

A PROFESSIONAL ASSOCIATION  
SOUTHEAST FINANCIAL CENTER - SUITE 2350  
200 SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131

TELEPHONE (305) 379-1792  
FAX (305) 379-2328

CAROL L. COX  
JULIE FEIGLES  
BARRY N. GREENBERG  
FREDRIC A. HOFFMAN  
STEVEN MISHAN  
LAWRENCE S. RIBLER  
UTA SCHRAMM  
JAMES R. SLOTO  
DIANE M. VAN NESS

February 20, 1990

FILED  
1990 FEB 21 PM 10:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Re: Sunrise Community Promotions, Inc. (formerly known as  
Worthy Promotions, Inc.)  
Our File No. 0724.0001

Dear Sir or Madam:

Enclosed for filing with the Secretary of State is the Articles of Amendment to the Articles of Incorporation of Worthy Promotions, Inc. By means of these Articles, we have changed the name to Sunrise Community Promotions, Inc. Also enclosed is a check payable to Florida Department of State in the amount of \$20.00 for payment as follows:

Filing Fee	\$15.00
Certified Copy	5.00
	<u>\$20.00</u>

Please return to us a certified copy of the document after it has been filed. A prepaid envelope is enclosed for your convenience. If you have any questions, please do not hesitate to call.

Very truly yours,

LAWRENCE S. RIBLER

US:ra

Enclosures

Mr.	TLL
Ms.	TLL
Mr./Ms.	TLL
Mr./Ms.	TLL
Mr./Ms.	TLL
Mr./Ms.	TLL
Mr./Ms.	TLL
Mr./Ms.	TLL
Mr./Ms.	TLL
Mr./Ms.	TLL

-02/27/90--00010--013
DOMESTIC AMENDMENTS
AMENDMENT-----****20.00
*****
TOTAL-----****20.00

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF  
WORTHY PROMOTIONS, INC.  
(RENAMED HEREIN SUNRISE COMMUNITY PROMOTIONS, INC.)

FILED  
1989 FEB 27 10 10 33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

By unanimous vote of the Board of Directors and Stockholder of Worthy Promotions, Inc., a Florida corporation, originally incorporated on November 30, 1988, said Corporation does hereby, pursuant to Florida Statutes, Sections 617.016 and 617.0201, amend the existing Articles of Incorporation in the following respects:

Article I (NAME) is hereby deleted in its entirety and the following provision is inserted in lieu thereof:

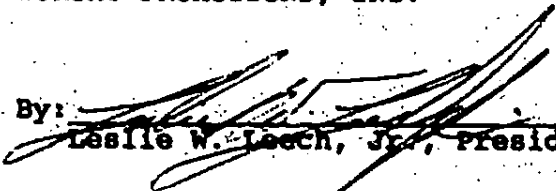
ARTICLE I - NAME

The name of this Corporation is Sunrise Community Promotions, Inc.

The foregoing amendment was adopted by all of the Directors and Stockholders of this Corporation, by a Statement Manifesting Intention that Amendment to Articles of Incorporation be Adopted, on the 29 day of November, 1989.

DATED at Miami, Florida, this 29 day of November, 1989.

WORTHY PROMOTIONS, INC.

By:   
Leslie W. Leech, Jr., President

Attest:   
Michael Hart, Secretary

STATE OF FLORIDA  
COUNTY OF DALL

Before me personally appeared Leslie W. Leech, Jr., to me well known and known to me to be the individual described in and who executed the foregoing Articles of Amendment to the Articles of Incorporation as President of the above named Corporation, and he did freely and voluntarily acknowledge before me that he made and subscribed the same for the uses and purposes herein mentioned and set forth.

Witness my hand and seal this 27 day of November,  
1989.

Lawrence S. P. De  
Notary Public, State of Florida

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP. JAN. 25, 1993  
BONDED THRU GENERAL INS. UND.

**FILE NOW! CORPORATE STATUS WILL BE DELINQUENT AFTER JULY 1ST.**

CORPORATION  
ANNUAL REPORT  
1991



FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State  
DIVISION OF CORPORATIONS

**FILING FEE OF \$61.25 REQUIRED**

DO NOT WRITE IN THIS SPACE

1. Name and Mailing Address of Corporation: **DOCUMENT # N29504 (0)**  
**ZIP + 4 PRESORT**  
**SUNRISE COMMUNITY PROMOTIONS, INC.**  
**C/O LESLIE W. LEECH, JR.**  
**22300 S.W. 162 AVENUE**  
**MIAMI, FL 33170-3904**

2. If Address in Block 1 is incorrect in any way, enter the correct address below. P.O. Box is acceptable. The NAME of the corporation can be changed only by filing an amendment.  
21. Street Address:  
22. P.O. Box No.  
23. City and State  
24. Zip Code

If above address is incorrect in any way, enter the correct address in item 2. Include Zip Code.

3. Date Incorporated or Qualified To Do Business in Florida: **11/30/1988**  
4. FEI Number: **59-1260233**  
5. **\$8.75 Additional Fee required for a Certificate of Status**  
6. **CERTIFICATE OF STATUS DESIRED**

6. Names and Street Addresses of Each Officer and Director (Do not use any correction type or flag to cover over incorrect information.)

1. Title	2. Names of Officers and Directors	3. Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	4. City and State
1. <del>XB</del>	<del>SACRED CATHEDRAL</del>	<del>XXXXXXX</del>	<del>MIAMI, FL</del>
1. <del>D</del>	<del>RABIN, JEFFREY B.</del>	<del>10840 SW 113 PLACE</del>	<del>MIAMI, FL</del>
2. <del>D</del>	<del>TUCKER, GERRY</del>	<del>8100 S.W. 133 COURT</del>	<del>MIAMI, FL</del>
3. <del>D</del>	<del>FERRIS, ROBERT</del>	<del>8281 SW 187 STREET</del>	<del>MIAMI, FL</del>
4. <del>D</del>	<del>WEINBACH, PHILIP N.</del>	<del>10201 S.W. 121 STREET</del>	<del>MIAMI, FL</del>
5. <del>D</del>	<del>GREENBERG, BARNETT</del>	<del>7761 SW 176 SW STREET</del>	<del>MIAMI, FL</del>
6. <del>P</del>	<del>LEECH, JR. LESLIE W.</del>	<del>22300 S.W. 162 AVENUE</del>	<del>MIAMI, FL</del>
6. <del>S/T</del>	<del>HART, MICHAEL</del>	<del>22300 SW 162 AVENUE</del>	<del>MIAMI, FL</del>

**REGISTERED AGENT INFORMATION**

7. Name and Address of Current Registered Agent:  
**LEECH, LESLIE W.**  
**22300 S.W. 162 AVENUE**  
**MIAMI, FL 33170**

SIGNATURE

Address of Agent

STATE

FL

SIGNATURE

STATE

Address of Agent

**FILING FEE OF \$61.25 REQUIRED - Make Checks Payable To: Secretary of State \$8.75 Additional Fee required for a Certificate of Status**

**FILE NOW! CORPORATE STATUS WILL BE DELINQUENT AFTER JULY 1ST!**

**CORPORATION  
ANNUAL REPORT  
1992**



FLORIDA DEPARTMENT OF STATE  
Jan Smith  
Secretary of State  
DIVISION OF CORPORATIONS

KU1057

**APPROVED  
SEC. OF STATE  
CORPORATIONS DIV.  
TALLAHASSEE, FLA.  
FILED**

**FILING FEE \$61.25 Make Payable To: Secretary of State**

DO NOT WRITE IN THIS SPACE

1. Name and Mailing Address of Corporation: **DOCUMENT #N29504 (0)**  
**SUNRISE COMMUNITY PROMOTIONS, INC.**  
**C/O LESLIE W. LEECH, JR.**  
**22300 S.W. 162 AVENUE**  
**MIAMI FL 33170-3904**

2. If Address in Block 1 is incorrect in any way, the Secretary of State will accept no responsibility and error of the correct address shall be the responsibility of the corporation. The NAME of the corporation can be changed only by filing an amendment.  
21. Mailing Address  
22. P.O. Box No.  
23. City and State  
24. Zip Code  
3. Date Incorporation or Qualified to Do Business in Florida: **11/30/1988**

3a. Date of Last Report: **02/06/1991**  
4. FEI Number: **59-1260233**  
FEI Number Applied For: \_\_\_\_\_  
FEI Number Tax Applicable: \_\_\_\_\_  
5. **\$6.75**  
**CERTIFICATE OF STATUS OBTAINED**

6. Names and Street Addresses of Each Officer and Director (Do not use any correction type or filed in court over the record information)

Title	Name of Officers and Directors	Street Address of Each Officer and Director (Do NOT Use Post Office Box Number)	City and State
D	<del>ROBERT HART, MICHAEL</del>	<del>22300 S.W. 162nd AVENUE</del>	MIAMI, FL
D	TUCKER, GERRY	8100 S.W. 139 COURT	MIAMI, FL
D	FERRIS, ROBERT	8281 SW 187 STREET	MIAMI, FL
D	WEINBACH, PHILIP N.	10201 S.W. 121 STREET	MIAMI, FL.
D	GREENBERG, BARNETT	7761 SW 176 SW STREET	MIAMI, FL.
P	LEECH, JR. LESLIE W.	22300 S.W. 162 AVENUE	MIAMI, FL.

**REGISTERED AGENT INFORMATION**

7. Name and Address of Current Registered Agent:  
**LESLIE W.**  
**22300 S.W. 162 AVENUE**  
**MIAMI, FL 33170**

8. Mailing Address of New Registered Agent:  
81. Name  
82. Street Address (Do NOT Use P.O. Box Number)  
83. Street Address (Do NOT Use P.O. Box Number)  
84. City  
85. Zip Code

9. I hereby accept the provisions of Sections 607.01(2) and 607.15(3) of Section 607.001 and 607.15(3) Florida Statutes, the provisions of which require that I accept the responsibility for the preparation and filing of the annual report of the corporation to the Secretary of State. I hereby accept the responsibility for the preparation and filing of the annual report of the corporation to the Secretary of State.

SIGNATURE: \_\_\_\_\_ DATE: \_\_\_\_\_  
(Registered Agent Accepting Appointment)

10. This corporation is eligible for limited liability under Chapter 607.001 Florida Statutes: Yes  No  (See other side for information on this question.)

11. I hereby certify that the information contained on this annual report is true and accurate and that I am a resident of this state and have the right to file this report. I hereby certify that I am a resident of this state and have the right to file this report.

**SIGNATURE** \_\_\_\_\_ **DATE** **2/31/99**  
Type or Print Name of Officer or Director: **LESLIE W. LEECH** **PRESIDENT**  
Telephone Number: **305 245-6150**

12. Should you wish to contribute to the Election Campaign Financing Trust Fund, check this box and include an additional \$4.00 to the filing fee.

File Now. Filing Fee after May 1 is \$225.00

CORPORATION  
ANNUAL REPORT  
1993



FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State  
DIVISION OF CORPORATIONS

APPROVED  
SEC. OF STATE  
CORPORATIONS DIV.  
TALLAHASSEE, FLA.  
FILED

1. Name and Mailing Address of Corporation: **DOCUMENT # N29504 (0)**

**SUNRISE COMMUNITY PROMOTIONS, INC.  
C/O LESLIE W. LEECH, JR.  
22300 SW 162ND AVE  
MIAMI FL 33170-3907**

DO NOT WRITE IN THIS SPACE

3. Date incorporated or Quoted: **11/30/1988** 3a. Date of Last Report: **03/16/1992**

4. FEI Number: **65-0118734** Accepted for  
**601260239** Not Applicable

5. Certificate of Status Used:  **\$8.75** Additional Fee Required

6. Financial Condition:  **\$5.00** May Be Added to Fees

7. Nonprofit with IRS 501(c)(3) Tax Exempt Status:  **\$138.75** Supplemental Fee Not Required

8. Reporting Method:  Annual Report

IF ABOVE MAILING ADDRESS IS INCORRECT, PLEASE PRINT CORRECT ADDRESS AND CHECK CONNECTION IN BLOCK 2  
FILING FEE: **\$200.00** ANNUAL REPORT **\$51.25** + **\$138.75** CORPORATION SUPPLEMENTAL FEE  
**MAKE CHECK PAYABLE TO DEPARTMENT OF STATE**

2. Mailing Address		2a. Principal Place of Business	
21. State, Apt. #, etc.	26. State, Apt. #, etc.	22. City & State	27. City & State
23. City & State	28. City & State	24. Country	29. Country
25. Country	30. Country	9. Name and Address of Current Registered Agent	

**LEECH, LESLIE W.  
22300 S.W. 162 AVENUE  
MIAMI FL 33170**

81. Name	82. Street Address (P.O. Box Number is Not Acceptable)
83.	84. City
85. State	86. County

11. I consent to the provisions of Sections 607, 608 and 609, 1988 of Sections 607, 608 and 609, Florida Statutes, the reporting method appearing on this statement for the purpose of choosing to register, or to remain in the State of Florida, such change shall be reported by the corporation's annual report. If the corporation is not a reporting agent, then the corporation will also report the corporation of Section 607, Florida Statutes.

SIGNATURE: \_\_\_\_\_ DATE: \_\_\_\_\_

12. OFFICERS AND DIRECTORS		13. OFFICERS AND DIRECTORS CHANGES	
NAME	S/T <b>HART, MICHAEL 22300 SW 162ND AVENUE MIAMI FL</b>	NAME	
ADDRESS	<b>22300 SW 162ND AVENUE MIAMI FL</b>	ADDRESS	
DATE		DATE	
NAME	D <b>TUCKER, GERRY 8100 S.W. 133 COURT MIAMI FL</b>	NAME	
ADDRESS	<b>8100 S.W. 133 COURT MIAMI FL</b>	ADDRESS	
DATE		DATE	
NAME	D <b>FERRIS, ROBERT 8281 SW 187 STREET MIAMI FL</b>	NAME	
ADDRESS	<b>8281 SW 187 STREET MIAMI FL</b>	ADDRESS	
DATE		DATE	
NAME	D <b>WEINBACH, PHILIP N. 10201 S.W. 121 STREET MIAMI FL</b>	NAME	
ADDRESS	<b>10201 S.W. 121 STREET MIAMI FL</b>	ADDRESS	
DATE		DATE	
NAME	D <b>GREENBERG, BARNETT 7761 SW 176 SW STREET MIAMI FL</b>	NAME	
ADDRESS	<b>7761 SW 176 SW STREET MIAMI FL</b>	ADDRESS	
DATE		DATE	
NAME	P <b>LEECH, JR. LESLIE W. 22300 S.W. 162 AVENUE MIAMI FL</b>	NAME	
ADDRESS	<b>22300 S.W. 162 AVENUE MIAMI FL</b>	ADDRESS	
DATE		DATE	

14. I hereby request the Department of State to file this report and to issue a certificate of good standing for the corporation. If the corporation is not a reporting agent, then the corporation will also report the corporation of Section 607, Florida Statutes.

SIGNATURE: **Leslie W. Leech, Jr.** President DATE: **2-15-93**  
305 245-6150

**FILE NOW. FILING FEE AFTER MAY 1 IS \$225.00**

**APPROVED AND FILED**

**94 FEB -7 AM 10:41**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**CORPORATION  
ANNUAL REPORT  
1994**

FLORIDA DEPARTMENT OF STATE  
In Seals  
Secretary of State  
DIVISION OF CORPORATIONS

1. Corporation Name  
**EMERGE COMMUNITY PROMOTIONS, INC.**

DOCUMENT #  
**N29504 (0)**

2. Chief Officer  
**C/O LESLIE W. LEECH, JR.  
2800 S.W. 142 AVENUE  
MIAMI FL 33173**

Principal Place of Business  
**C/O LESLIE W. LEECH, JR.  
2800 S.W. 142 AVENUE  
MIAMI FL 33173**

3. Mailing Address  
**9040 SUNSET DR  
SUITE 70-A  
MIAMI FLORIDA 33173**

4. Principal Place of Business  
**9040 SUNSET DR  
SUITE 70-A  
MIAMI FLORIDA 33173**

5. State of Incorporation  
**DADE**

6. Country  
**DADE**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: **11/30/1988**

3a. Date of Last Report: **03/03/1993**

4. FEI Number: **65-0118734**

Applied For:  Not Applicable

5. Certificate of Status Desired: **\$0.75**

6. Election Campaign Financing Trust Fund Contribution:

7. Nonprofit Exempt from \$138.75 Supplemental Fee:  **\$5.00 May Be Added to Fees**

8. This corporation has liability for intangible tax under S. 109.032 Florida Statutes:  Yes  No

8. Name and Address of Current Registered Agent  
**LEECH, LESLIE W.  
2800 S.W. 142 AVENUE  
MIAMI FL 33173**

9. Name and Address of New Registered Agent  
91. Name  
92. Street Address (P.O. Box Number is Not Acceptable)  
**9040 SUNSET DR**  
93. **SUITE 70-A**  
94. City **MIAMI** FL 95. Zip Code **33173**

12. OFFICERS AND DIRECTORS

97. **HART, MICHAEL  
2800 S.W. 142 AVENUE  
MIAMI FL**

98. **TUCKER, GERRY  
8100 S.W. 133 COURT  
MIAMI FL**

99. **FENNIS, ROBERT GREENSTEIN, HOWARD B.  
6001 SW 107 STREET  
MIAMI FL**

100. **WENBACH, PAUL R.  
1000 S.W. 121 STREET  
MIAMI FL**

101. **GREENBERG, BARNETT  
7701 SW 178 SW STREET  
MIAMI FL**

102. **LEECH, JR LESLIE W.  
2800 S.W. 142 AVENUE  
MIAMI FL**

13. CHANGES TO OFFICERS AND DIRECTORS IN 12

103. NAME  
104. STREET ADDRESS  
105. CITY STATE ZIP

106. NAME  
107. STREET ADDRESS  
108. CITY STATE ZIP

109. NAME  
110. STREET ADDRESS  
111. CITY STATE ZIP

112. NAME  
113. STREET ADDRESS  
114. CITY STATE ZIP

115. NAME  
116. STREET ADDRESS  
117. CITY STATE ZIP

118. NAME  
119. STREET ADDRESS  
120. CITY STATE ZIP

14. I, the undersigned, being duly qualified by the Commission created by Section 130.01(2)(a), Florida Statutes, I solemnly swear that the information furnished herein is true and correct to the best of my knowledge and belief, and that I am an officer or director of the corporation of the name or names herein stated. I further certify that the information furnished herein is true and correct to the best of my knowledge and belief, and that I am an officer or director of the corporation of the name or names herein stated. I further certify that the information furnished herein is true and correct to the best of my knowledge and belief, and that I am an officer or director of the corporation of the name or names herein stated.

**SIGNATURE:**  
*Leslie W. Leech, Jr.*  
**LESLE W. LEECH, JR. PRESIDENT**



**FILE NOW: FILING FEE AFTER MAY 1 IS \$155.00**

CORPORATION  
ANNUAL REPORT  
**1995**



FLORIDA DEPARTMENT OF STATE  
Loring B. Marshall  
Secretary of State  
DIVISION OF CORPORATIONS

**FILED**  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**DOCUMENT # N29504 (0)**

**95 FEB 27 PM 3:15**

**SUNRISE COMMUNITY PROMOTIONS, INC.**

Principal Place of Business: **C/O LESLIE W. LEECH, JR  
8040 SUNSET DR. S-70-A  
MIAMI FL 33173  
US**

Mailing Address: **C/O LESLIE W. LEECH, JR  
8040 SUNSET DR. S-70-A  
MIAMI FL 33173  
US**

DO NOT WRITE IN THIS SPACE

3. Date incorporated or qualified: **11/30/1988**

3a. Date of Last Report: **02/07/1994**

4. FEI Number: **65-0118734**

5. Certificate of Status Desired:  **\$8.75 Additional Fee Required**

6. Election Campaign Financing:  **\$5.00 May Be Added to Fees**

7. Federal with IRS (S-Corp):  **\$68.75 Supplemental Fee Not Required**

8. This corporation has liability for its expired tax under S. 1103 (32):  Yes  No

2. Principal Place of business: **21**

2a. Mailing Address: **26**

22. Date Acq. etc.: **27**

23. City & State: **28**

24. Zip: **29** Country: **30**

9. Name and Address of Current Registered Agent

**LEECH, LESLIE W.  
8040 SUNSET AVE  
S-70-A  
MIAMI FL 33173**

10. Name and Address of New Registered Agent

**B1 Name:**

**B2 (Print Address (P.O. Box Number is Not Acceptable))**

**B3**

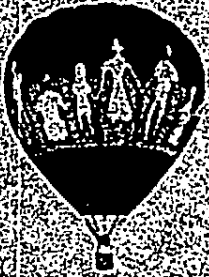
**B4 City** **FL** **B5 Zip Code**

11. Pursuant to the provisions of Sections 607.0602 and 607.1502, Florida Statutes, the above named corporation submits this statement for the purpose of changing its registered office to registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. Thereby to hold the department as responsible party thereunder with and accept the obligations of Section 607.0605, Florida Statutes.

OFFICERS AND DIRECTORS		REGISTERED AGENTS, OFFICERS AND DIRECTORS	
121	<b>ST. HART, MICHAEL 8040 SUNSET DR S-70-A MIAMI FL</b>	122	
121	<b>D. TUCKER, GERRY 8108 S.W. 133 COURT MIAMI FL</b>	122	
121	<b>D. GREENSTEIN, HOWARD B 111 NW FIRST ST S-2210 MDOVS MIAMI FL</b>	122	
121	<b>D. GREENBERG, BARNETT 7761 SW 178 SW STREET MIAMI FL</b>	122	
121	<b>P. LEECH, JR. LESLIE W. 8040 SUNSET DR S-70-A MIAMI FL</b>	122	

**SIGNATURE:**

**2/3/95 596 4040**



**SUNRISE COMMUNITY  
PROMOTIONS**

*A Private Not-for-Profit Corporation*

**N29504**

800001714958  
-02/14/96--01074--004  
\*RECEIVED 87:50 \*RECEIVED 87:50

February 6, 1996

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Sir/Madam,

Enclosed you will find Amended and Restated Articles of Incorporation for Sunrise Opportunities, Inc., formerly Sunrise Community Promotions, Inc. I have enclosed \$35.00 to cover the filing fee.

Also enclosed is an additional \$52.50 for certified copies of this document. I have enclosed a clear photocopy for you to certify and return to me for my files and a return envelope for your convenience.

Please let me know if anything further is required.

Sincerely,

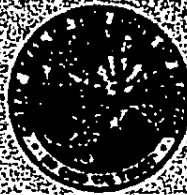
*Sheri L. Thorp*

Sheri L. Thorp  
Executive Assistant  
to the President and CEO

and:

FILED  
MAR -8 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*W9600003762  
Amended & Restated  
Articles / with name change  
KF 3-12-96  
\*789, 564, 1164, 671\**



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED

96 MAR -8 PM 2:27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 19, 1996

Sheri L. Thorp  
% SUNRISE COMMUNITY PROMOTIONS, INC.  
9040 Sunset Drive, Suite 70-D  
Miami, FL 33173

SUBJECT: SUNRISE COMMUNITY PROMOTIONS, INC.  
Ref. Number: N29504

We have received your document for SUNRISE COMMUNITY PROMOTIONS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are **MEMBERS ENTITLED TO VOTE** on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are **NO MEMBERS OR MEMBERS ENTITLED TO VOTE** on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Nonprofit corporations do not have shareholders. Please remove any reference to shareholders from the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6910.

Louise Flemming-Jackson  
Corporate Specialist Supervisor

Letter Number: 196A00007215



**SUNRISE COMMUNITY  
PROMOTIONS, INC.**

*A Private Not-for-Profit Corporation*

**FILED**

**96 MAR -8 PM 2:27**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

March 7,  
February 12, 1996

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Sir/Madam,

I have enclosed documents for two separate corporations. In order to effect the changes I am requesting, I am assuming that these items will need to be processed in the following order:

1. File the Amended and Restated Articles of Incorporation for Sunrise Community Promotions, Inc. which will change the name of this corporation to Sunrise Opportunities, Inc.
2. Process the filing of new Articles of Incorporation for a new company to be named Sunrise Community Promotions, Inc.

If you have any questions, please feel free to call me and as always, please let me know if anything further is required.

Sincerely,

Sherri L. Thorp  
Executive Assistant  
to the President and CEO

end

**FILED**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
Sunrise Community Promotions, Inc.  
(A Florida Not For Profit Corporation)**

**96 MAR -8 PM 2:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**RENAMED HEREIN  
SUNRISE OPPORTUNITIES, INC.**

These Amended and restated Articles of Incorporation were approved by the sole member, The Phineas Corporation and unanimously by the directors of Sunrise Community Promotions, Inc. (renamed herein Sunrise Opportunities, Inc.), on January 29, 1996 and the number of votes cast for the amendment to the Articles of Incorporation was sufficient for approval.

**ARTICLE I**

The name of this corporation is Sunrise Opportunities, Inc.

**ARTICLE II**

The existence of this corporation commenced on the 30th day of November, 1988. The duration of the corporation shall be perpetual.

**ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and the mailing address of this corporation shall be:

Sunrise Opportunities, inc.  
9040 Sunset Drive  
Miami, Florida 33173

**ARTICLE IV - PURPOSE**

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are as follows:

A. This corporation is a corporation not for profit as defined in the Florida Not For Profit Corporation Act. The corporation is not formed for pecuniary profit.

B. This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Internal Revenue Code Section 501(c)(3).

C. This corporation is authorized to engage in any lawful activity for which not for profit corporations may be organized under the laws of the State of Florida and shall have all the powers vested in a not for profit corporation organized under and existing by virtue of the laws of the State of Florida, consistent with the purposes of Paragraph B, above.

#### ARTICLE V - LIMITATION

A. No part of the net earnings, gains or assets of the corporation shall inure to the benefit of or be distributable to its Members, Nonvoting Members, Directors or Officers, other private individuals, or organizations organized and operated for a profit, provided, however, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 hereof, to the extent permitted by law.

B. Notwithstanding any other provision in these Articles, the corporation shall not carry on any activities not permitted to be carried out by (a) an organization exempt from federal income tax under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3); and (b) an organization described in the Internal Revenue Code Section 509(a)(1),(2), or (3) (as the case may be); and/or (c) by an organization, contributions to which are deductible under Internal Revenue Code Sections 170(c)(2), 2055(a)(2), or 2522(a)(2).

#### ARTICLE VI - MEMBERS

The corporation shall have all the rights and privileges granted to members of a not-for-profit corporation under the Florida Not-For-Profit Corporation Act, except as otherwise limited by these Articles and the By-Laws of the corporation.

#### ARTICLE VII - REGISTERED OFFICE AND AGENT

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

Leslie W. Leech, Jr.  
9040 Sunset Drive, Suite 70A  
Miami, Florida

### ARTICLE VIII - BOARD OF DIRECTORS

The management of this corporation shall be vested in a Board of Directors. The number of Directors constituting the current Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than three. The manner of election of Directors of the corporation shall be provided in the By-Laws of the corporation. The names and addresses of the current Directors of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Barnett Greenberg	7761 SW 176th St., Miami, Florida
Geraldine Tucker	8100 SW 133rd Ct., Miami, FL 33183
Richard H. McCarthy	5041 SW 94th Ct., Miami, Florida 33165

### ARTICLE IX - DISSOLUTION

In the event of dissolution or final liquidation of this corporation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation to one or more of the following categories of recipients as the Board of Directors of the corporation shall determine:

(a) a nonprofit organization or organizations which may have been created to succeed the corporation as long as such organization or each such organization shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization exempt from federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3); and/or

(b) a nonprofit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization exempt from federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3).

### ARTICLE X - RESTATEMENT OF PRIOR ARTICLES OF INCORPORATION

Provisions of the original Articles of Incorporation regarding commencement of corporate existence and any other provision required by law to be retained or included in

Articles of Incorporation, are restated and all other portions of the original Articles of Incorporation and amendments thereto are hereby deleted.

**ARTICLE XI - 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.

These Amended Articles of Incorporation were duly adopted by unanimous majority vote of 3 Directors and sole member present at the special meeting held January 29, 1996. The amended Articles are hereby adopted this 29th day of January, 1996.

IN WITNESS WHEREOF, the undersigned has executed these amended and restated Articles of Incorporation this 29th day of January, 1996.

  
Leslie W. Leech, Jr., President

  
Michael J. Hart, Secretary/Treasurer

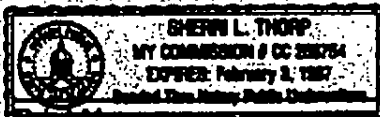
STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me by Leslie W. Leech, Jr., and Michael J. Hart, President and Secretary respectively of the corporation, who are personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Miami, in said county and State this 29th day of January, 1996.

My Commission Expires:

  
Sherri L. Thorp, Notary Public



Print Name:  
NOTARY PUBLIC

SOART.186



FILED

96 MAR -8 PM 2:27

**CERTIFICATE OF DESIGNATION, SECRETARY OF STATE  
REGISTERED AGENT/REGISTERED OFFICE TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, 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: Sunrise Opportunities, Inc.
2. The name and address of the registered agent and office is:

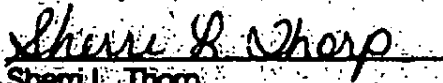
Leslie W. Leech, Jr.  
9040 Sunset Drive, Suite 70A  
Miami, Florida

HAVING BEEN NAMED REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

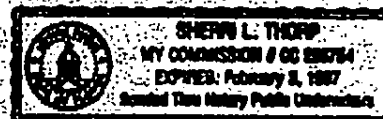
  
Leslie W. Leech, Jr. January 29, 1996

STATE OF FLORIDA  
COUNTY OF DADE

SWORN TO AND SUBSCRIBED BEFORE me this 29th day of January, 1996 by Leslie W. Leech, Jr., who is personally known to me, and who did take an oath.

  
Sherri L. Thorp  
NOTARY PUBLIC

My Commission Expires:



**CERTIFICATE AS TO  
AMENDMENT AND RESTATEMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
SUNRISE COMMUNITY PROMOTIONS, INC.  
RENAMED  
SUNRISE OPPORTUNITIES, INC.**

**DATED** January 29, 1996

1. The attached restatement of the Articles of Incorporation of Sunrise Community Promotions, Inc. contains an amendment requiring member approval.
2. The foregoing amendment to the Articles of Incorporation was adopted by all of the members of the Corporation and adopted unanimously by the Directors by a Joint Written Action on the 29th day of January, 1996.

Sunrise Community Promotions, Inc.  
(renamed Sunrise Opportunities, Inc.)

  
\_\_\_\_\_  
Leslie W. Leech, Jr., President