



N960000001410

SUNRISE COMMUNITY
PROMOTIONS INC.

A Private Not-for-Profit Corporation

N96

900001737429
-03/19/96--01138--010
*****35.00 *****35.00

March
February 6, 1996

900001737429
-03/08/96--01082--009
*****87.50 *****87.50

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

Dear Sir/Madam,

Enclosed you will find Articles of Incorporation for Sunrise
Community Promotions, Inc., a copy of Corporate Consent
authorizing the use of this name and our check for \$35.00 to
cover the filing fee.

Also enclosed is an additional \$52.50 for certified copies of
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,

Sherri L. Thorp

Sherri L. Thorp
Executive Assistant
to the President and CEO

EFFECTIVE DATE
3-1-96

96 MAR - 8 PM 4: 12
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

encl.

DMC
3-14-96

WHL
3-22-96

ARTICLES OF INCORPORATION
OF
SUNRISE COMMUNITY PROMOTIONS, INC.
(A FLORIDA NOT FOR PROFIT CORPORATION)

FILED
96 MAR -8 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

EFFECTIVE DATE

3-1-96

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

ARTICLE II - CORPORATE EXISTENCE

The existence of this corporation shall commence on the 1st day of March, 1996; 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 - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

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

Sunrise Community Promotions, 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 members 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 - 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:

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 - INCORPORATOR

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

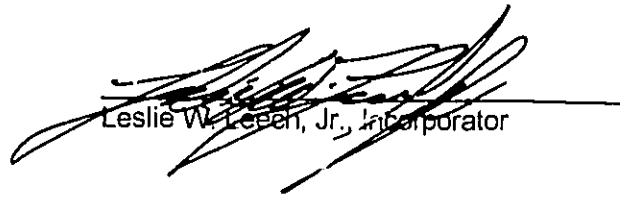
Leslie W. Leech, Jr.
 9040 Sunset Drive
 Miami, FL 33173

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 Articles of Incorporation were duly adopted by unanimous majority vote of 3 Directors and sole member present at the special meeting held February 23, 1996. the Articles are hereby adopted this 23rd day of February, 1996.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23rd day of February, 1996.

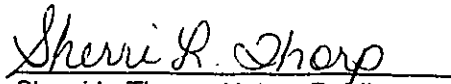

Leslie W. Leech, Jr., Incorporator

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me by Leslie W. Leech, Jr., incorporator and President of the corporation, who is 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 23rd day of February, 1996.

My Commission Expires:


Sherri L. Thorp, Notary Public



~~Print Name~~
NOTARY PUBLIC

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

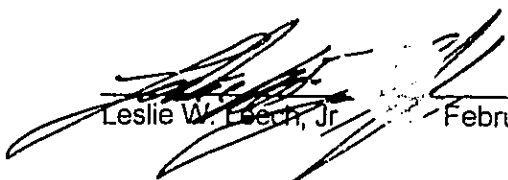
Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Sunrise Community Promotions, Inc.
2. The name and address of the registered agent and office is:

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

96 MAR -8 PM 4:12
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

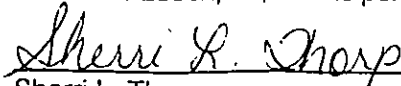
HAVING BEEN NAMED REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING 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. February 23, 1996

STATE OF FLORIDA
COUNTY OF DADE

SWORN TO AND SUBSCRIBED BEFORE me this 23rd day of February, 1996 by Leslie W. Leech, Jr., who is personally known to me.



Sherri L. Thorp
NOTARY PUBLIC

My Commission Expires:

