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Charles E. Lellicer Attorney at Law

28 CORDOVA STREET POST OFFICE DRAWER 2230 ST. AUGUSTINE, FLORIDA 32084-2230 TELEPHONE (904) 829-6054 FAX

December 17, 1999

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

Re: Sunshiners and Moonlighters, Inc.

Gentlemen:

Enclosed please find the original Articles of Incorporation for Sunshiners and Moonlighters, Inc., St. Augustine, Florida, and our trust check # 1070 in the amount of \$78.75.

Please file the articles and forward the certificate of incorporation along with certified copies to our office. Thank you for your kind attention to this matter.

Sincerely,

CHARLES E. PELLICER

CEP/skr

Enclosures

ARTICLES OF INCORPORATION

OF

SUNSHINERS AND MOONLIGHTERS, INC.

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The undersigned, acting hereby as Incorporator for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the status of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit, pursuant to Chapter 607, Florida Statutes, and other applicable law, do hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be SUNSHINERS AND MOONLIGHTERS, INC.

ARTICLE II

Address and Registered Office

The street address of the principal place of business of this corporation is hereby designated to be 200 Nix Boatyard Road, Lot A, St. Augustine, Florida 32084 and the registered office of this corporation is hereby designated to be 28 Cordova Street, St. Augustine, Florida 32084. The principal place of business and registered office may be changed in accordance with the By-Laws of the corporation or by appropriate action of the Board of Directors. The initial Registered Agent of this corporation whose business office is the same as the registered office is hereby designated to be CHARLES E. PELLICER.

ARTICLE III

Nature of Business

The corporation may transact any and all lawful business for which corporation may be incorporated under the Florida General Corporation Act.

ARTICLE IV

By-Laws

The corporation may in its by-laws make any other provisions or requirements for the management or conduct of the business of the corporation, provided the same is not inconsistent with the provisions of this certificate, or contrary to the laws of this State or of the United States provisions or requirements for the management or conduct of the business of the corporation, provided the same is not inconsistent with the provisions of this certificate, or contrary to the laws of this State or of the United States.

ARTICLE V

Initial Stock

The aggregate number of shares which this corporation has authority to issue is 1,000 all of which shall be common shares with par value of ONE DOLLAR (\$1.00) per share.

ARTICLE VI

Capital

The amount of capital with which this corporation shall commence business shall be ONE HUNDRED AND NO/100 (\$100.00) DOLLARS.

ARTICLE VII

Term of Existence

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE VIII

Directors

This corporation shall initially have 2 directors. The number of directors may be increased from time to time in accordance with the provisions of the corporation by-laws adopted by the stockholders. The names and addresses of these two Directors are:

NAME ADDRESS

Edgar Ejercito 945 Kennedy Drive

St. Augustine, FL 32095

Essie Ejercito 945 Kennedy Drive

St. Augustine, FL 32095

ARTICLE IX

Officers

This corporation shall have 2 officers, President, and, Secretary/Treasurer. The officers of this corporation need not be stockholders.

ARTICLE X

Initial Officers

The name and post office address of the officers who shall hold office for the first year of the existence of the corporation or until his successors are elected or appointed and have qualified is:

Essie Ejercito 945 Kennedy Drive St. Augustine, FL 32095 President

Edgar Ejercito 945 Kennedy Drive St. Augustine, FL 32095 Secretary/Treasurer

ARTICLE XI

Incorporators

The name and address of the incorporator is:

Essie Ejercito 945 Kennedy Drive St. Augustine, FL 32095

her free act and deed, for the uses and purposes therein set forth.

ARTICLE XII

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

ESSIE EJERCITO, Incorporator

IN WITNESS WHEREOF, the undersigned has made and subscribed to the foregoing Articles of Incorporation on this 121d day of 1999.

<u>/2-22-99</u> date:

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ESSIE EJERCITO, Incorporator

STATE OF FLORIDA COUNTY OF ST. JOHNS

I, the undersigned, an officer authorized to administer oaths and take acknowledgments in and for the State of Florida, do hereby certify that on the 22 rd day of December, 1999, personally came before me, ESSIE EJERCITO, and signed the foregoing Article of Incorporation, and acknowledged to and before me that she executed the same as her free act and deed, for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at St. Augustine, St. Johns County, Florida, the day and year aforesaid.

(__) Pérsonally known (___) Produced ID: FL_DL#_F262-212-46-744-0

NAME:

Notary Public

State of Florida at Large

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST-That SUNSHINERS AND MOONLIGHTERS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of St. Augustine, County of St. Johns, State of Florida, has named CHARLES E. PELLICER, ESQUIRE located at 28 Cordova Street, St. Augustine 32084, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

CHARLES E. PELLICER

Registered Agent

