

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO0000047945

Sun Belt, Inc.

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*****78.75 *****78.75

<input checked="" type="checkbox"/>	Art of Inc. File <i>Cert</i>
<input type="checkbox"/>	LTD Partnership File
<input type="checkbox"/>	Foreign Corp. File
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<input type="checkbox"/>	Fictitious Name File
<input type="checkbox"/>	Trade/Service Mark
<input type="checkbox"/>	Merger File
<input type="checkbox"/>	Art. of Amend. File
<input type="checkbox"/>	RA Resignation
<input type="checkbox"/>	Dissolution / Withdrawal
<input type="checkbox"/>	Annual Report / Reinstatement
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<input type="checkbox"/>	Certificate of Good Standing
<input type="checkbox"/>	Certificate of Status
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<input type="checkbox"/>	UCC 11 Search
<input type="checkbox"/>	UCC 11 Retrieval
<input type="checkbox"/>	Courier

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00 MAY 15 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

T. SMITH MAY 15 2000

ARTICLES OF INCORPORATION

OF

SUN BELT, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - Name

The name of the corporation is Sun Belt, Inc.

ARTICLE II - Principal Office
and Mailing Address of the Corporation

The address of the principal office of the corporation is 16806 Harrierridge Place, Lithia, Florida 33547 and its mailing address is the same

ARTICLE III - Commencement and Duration

The corporation is to commence its corporate existence effective immediately, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV - Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - Stock

The corporation is authorized to issue ten thousand (10,000) shares of \$0.25 par value common stock, which shares shall be a single class.

ARTICLE VI - Preemptive Rights

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price offered to others, a pro rata portion of any stock of any class that the corporation may issue or sell, whether or not of unissued

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shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof.

ARTICLE VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

The corporation shall have three (3) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and street address of the directors who shall hold office until their successors, who shall be chosen at the first meeting of the stockholders have qualified, shall be:

<u>Name</u>	<u>Business Address</u>
J. Gunnar Henning	16806 Harrierridge Place Lithia, Florida 33547
Todd Newgent	5309 Alden Rd. Shmis, Kansas 66216
Jack Henning	331 S. Santa Fe Trail Kansas City, MO 64145

ARTICLE VIII - Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE IX - Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend, or repeal any bylaws adopted

by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

ARTICLE X - Amendment

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE XI - Incorporator

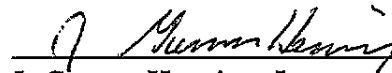
The name and address of the Incorporator to these articles of incorporation are:

<u>Name</u>	<u>Address</u>
J. Gunnar Henning	16806 Harrierridge Place Lithia, Florida 33547

ARTICLE XII - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 16806 Harrierridge Place, Lithia, Florida 33547 and the name of the initial registered agent of the corporation at that address is J. Gunnar Henning.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 11th day of May, 2000.

 (SEAL)
J. Gunnar Henning, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared J. Gunnar Henning, who [] is personally known to me or who [] has produced _____ as identification.

WITNESS my hand and official seal this 11th day of May, 2000, at Lakeland, Florida.

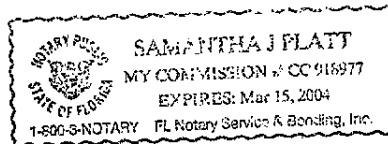
(NOTARIAL SEAL)

Samantha J. Platt

Notary Public

State of Florida at Large

My Commission Expires:



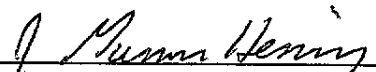
To: The Department of State
Tallahassee, Florida 32304

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501 of the Florida General Corporation Act, the following
is submitted:

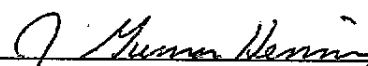
Sun Belt, Inc., with its place of business at 16806 Harrierridge Place, Lithia, Florida 33547,
has named J. Gunnar Henning located at the same address, as its agent to accept service of process
within Florida.

Dated: May 11, 2000.


J. Gunnar Henning, Incorporator

Having been named to accept service of process for the above-stated corporation at the place
designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper and complete performance of my duties,
and I am familiar with and accept the duties and obligations of Chapter 607 of the Florida General
Corporation Act.

Dated May 11, 2000.


J. Gunnar Henning
Registered Agent

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