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SUSAN VARKEY

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PO10000000187

December 8, 2000

Secretary of State
Bureau of Corporate Records
Attn: Corporations Division
Post Office Box 6327
Tallahassee, Florida 32314

Re: Sundown Enterprises, Inc.
Effective Date: Date of Filing

Dear Sir or Madam:

In connection with the formation of the above corporation, we have enclosed the following:

1. Two signed originals of the Articles of Incorporation of Sundown Enterprises, Inc., including the Designation and Acceptance of Registered Agent.

2. A check in the amount of \$70.00 payable to the Department of State to cover the \$35.00 filing fee and the \$35.00 fee for Designation of Registered Agent.

The duplicate copy of the Articles of Incorporation has been subscribed to and acknowledged by the incorporator in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy and return it to me at your earliest convenience.

Please contact me if you have any questions or need additional information.

Sincerely,

Susan Varkey

Susan Varkey

SV:kk
Enclosures
cc: Ms. Nancy Gray

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W-29856
12-21
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FILED
00 DEC 29 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 21, 2000

SUSAN VARKEY
557 N. WYMORE RD., #100
MAITLAND, FL 32751

SUBJECT: SUNDOWN ENTERPRISES, INC.
Ref. Number: W00000029856

We have received your document for SUNDOWN ENTERPRISES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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 (850) 487-6929.

Joey Bryan
Document Specialist

Letter Number: 400A00063988

ARTICLES OF INCORPORATION
OF
SUNDOWN INNOVATIONS, INC.

FILED
00 DEC 29 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation formed pursuant to these Articles of Incorporation is Sundown Innovations, Inc.

ARTICLE II - DURATION

The corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation with the Secretary of State, State of Florida.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, *Florida Statutes*.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 10,000 shares of \$.01 par value common stock.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT,
AND CORPORATE ADDRESS**

The street address of the initial registered agent of the corporation is as follows:

557 North Wymore Road, Suite 100
Maitland, Florida 32751

The name of the initial registered agent of the corporation is:

Susan Varkey

The street address of the corporate offices shall be:

7917 Canyon Lake Circle
Orlando, Florida 32835

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. The corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The name and address of the initial director and officers of the corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Nancy Gray	7917 Canyon Lake Circle Orlando, Florida 32835	President/ Secretary/ Treasurer Director

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Susan Varkey	557 North Wymore Road Suite 100 Maitland, Florida 32751

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal the corporation's By-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX – NO PRE-EMPTIVE RIGHTS

No holder of shares of the corporation of any class now or hereafter authorized has any preferential or pre-emptive right to subscribe for, purchase or receive any shares of the corporation of any class now or hereafter authorized, or any options or warrants for such shares, which may at any time be issued, sold or offered for sale by the corporation.

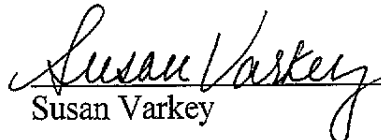
ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

The corporation reserves the right to amend the Articles of Incorporation in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of December, 2000.


Susan Varkey

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
00 DEC 29 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, *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 Sundown Innovations, Inc.
2. The name and address of the registered agent and office is Susan Varkey, 557 North Wymore Road, Suite 100, Maitland, Florida 32751.

DATED December 28th, 2000.




Susan Varkey

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above 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.

DATED December 28th, 2000.



Susan Varkey