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**FLORIDA PROFIT CORPORATION OR P.A.**

**K. Sunrise, Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

FEB-26-2001 14:35

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ARTICLES OF INCORPORATION  
OF  
K. SUNRISE, INC.

ARTICLE I

The name of the corporation shall be K. SUNRISE, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation shall be 7000 West Palmetto Park Road, Suite 408, Boca Raton, Florida 33433.

ARTICLE III

The Corporation shall have authority to issue one thousand (1,000) shares of common stock having a par value of \$0.01 per share.

ARTICLE IV

The name of the initial registered agent and the address of the initial registered office are Corporation Service Corporation, 1201 Hays Street, Tallahassee, Florida 32301-2525.

ARTICLE V

The name and address of the incorporator is Michelle Tomlinson-Barbary, One East Broward Boulevard, Suite 1300, Fort Lauderdale, Florida 33301.

ARTICLE VI

Notwithstanding any other provision contained in these Articles of Incorporation, while a certain mortgage loan (the "Debt") related to the property known as "Sunrise Plaza" located in Broward County, Florida, as more particularly described on Exhibit "A" attached hereto, originated by Lehman Brothers Bank, FSB (the "Lender") is outstanding, the Corporation shall not, unless approved by the Lender (a) acquire or own any material assets other than its partnership interest in Sunrise Plaza Associates, Ltd., a Florida limited partnership ("Sunrise"), (b) be or become liable for any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), except as it incurs in the ordinary course of its business (as limited by its charter documents) or as contemplated by the Debt, and (c) merge into or consolidate with any person or entity or dissolve, terminate or liquidate in whole or part, transfer or otherwise dispose of all or substantially all of its assets or change its legal structure, without in each case Lender's consent.

H01000020532 7

ARTICLE VII

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

ARTICLE VIII

The powers of the undersigned incorporator shall terminate upon the filing of these Articles of Incorporation. The name and mailing address of the person who is to serve as the sole Director until the first annual meeting of shareholders or until his successor is elected and qualified is:

Simon Konover  
7000 West Palmetto Park Road, Suite 408  
Boca Raton, Florida 33433

IN WITNESS WHEREOF, the undersigned, being the incorporator, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 23 day of February, 2001.

  
Michelle Tomlinson-Barbary, Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That K. SUNRISE, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 1201 Hays Street, Tallahassee, Florida 32301-2525 has named Corporation Service Corporation as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 26th day of February, 2001.

Corporation Service Corporation

By: 

Name: Brian Courtney

Title: Assistant Vice President

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