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ACCOUNT NO. : 072100000032

REFERENCE : 137270 7270444

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

ORDER DATE : May 2, 2001

ORDER TIME : 10:31 AM

ORDER NO. : 137270-001

CUSTOMER NO: 7270444

CUSTOMER: Mr. Keith Murphy
Mr. Keith Murphy

000004134340--1

4108 S.e. 18th Ave

Cape Coral, FL 33904

DOMESTIC FILING

NAME: SUNCITY SYSTEMS, INC.

EFFECTIVE DATE: .

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

2001 MAY -3 PM 2:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

5/3/01

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAY -3 PM 1:39
NOT RECORDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FILED

2001 MAY -3 PM 2:51

ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

SUNCITY SYSTEMS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SUNCITY SYSTEMS, INC.

The address of the principal office of this corporation shall be 4108 Southeast 18th Avenue, Suite 201, Cape Coral, Florida, 33904, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Keith Murphy	4108 Southeast 18th Avenue, Suite 201
Dir.	Cape Coral, Florida 33904

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2001 MAY -3 PM 2:51

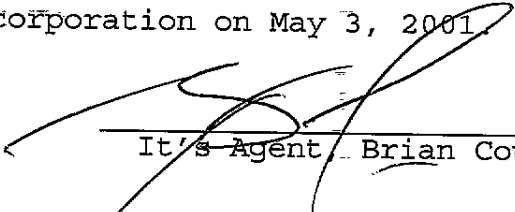
ARTICLE VII. INCORPORATOR

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The name and street address of the incorporator to
these Articles of Incorporation:

The Company Corporation
2711 Centerville Road Suite 400
Wilmington, Delaware 19808

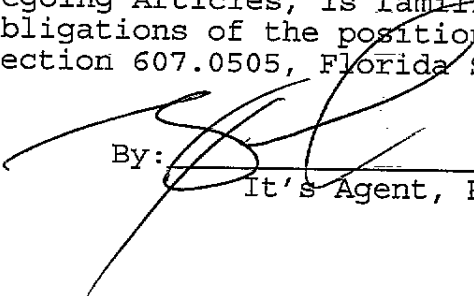
The undersigned incorporator has executed these
Articles of Incorporation on May 3, 2001.



It's Agent, Brian Courtney

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.


By: _____
It's Agent, Brian Courtney

scm