

REEGLER & TORNESE, P.A.
ATTORNEYS AT LAW
1521 SOUTH TAMiami TRAIL
SUITE 304
SOUTH BRIDGE PARK
VENICE, FLORIDA 34292

PHONE (941) 497-6255
FACSIMILE (941) 497-7806
E-MAIL: reegtorn@gte.net

SARI LYNN REEGLER
CERTIFIED FAMILY MEDIATOR

LAWRENCE C. TORNESE

PS10000052618
May 15, 2001

Division of Corporations
Secretary of State
409 East Gaynes Street
Tallahassee, Florida 32399

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-05/21/01-01162-001
****122.50 *****78.75

Dear Sir or Madam:

Please find enclosed herewith the original and two copies of the Articles of Incorporation for SUNCOAST DREAMWORKS, INC., along with a Certificate Designating Registered Agent. Also enclosed is a check in the amount of \$122.50 for the filing fees for said Articles. Kindly file same and return a copy of the filed Articles.

Very truly yours,

REEGLER & TORNESE, P.A.

By:

JOY BURROUGHS LEAR, CLAS
Certified Legal Assistant
Civil Litigation Specialist

FILED
01 MAY 21 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10:01 AM MAY 28 2001

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**ARTICLES OF INCORPORATION
OF
SUNCOAST DREAMWORKS, INC.**

The undersigned, acting as the Incorporator of this Corporation, does hereby adopt the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name and initial address of this Corporation shall be: Suncoast Dreamworks, Inc.

632 Valencia Road
Venice, FL 34285

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - DURATION

This Corporation shall commence its existence immediately upon the filing of the Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III - PURPOSES

This Corporation is organized to transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act, Chapter 607 Florida Statutes, and may engage in any activity or purpose permitted by the laws of the State of Florida.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) initial Directors. The number of Directors may be increased from time to time as permitted in the By-Laws, but shall never be less than two (2). The initial Directors shall be: Ralph Rocheford, 632 Valencia Road, Venice, Florida 34285 and Fred Buoniconti, of Venice, Florida 34292. Ralph Rocheford and Fred Buoniconti shall hold office until the first meeting of shareholders of this Corporation or until

their successor or successors are duly qualified and elected.

ARTICLE V - CAPITAL STOCK

The total numbers of shares of stock that this Corporation shall be authorized to issue is 1,000 shares of common stock, par value \$1.00 per share; said shares shall be designated as "Capital Stock." The consideration for all shares of stock which may be issued by this Corporation may be paid, in whole or in part, in cash or in other property, real or personal, tangible or intangible, or in labor or in services actually performed for this Corporation.

Shares may not be issued until the full amount of the consideration therefor has been paid.

The Board of Directors of this Corporation shall fix a just valuation for any property or services paid as consideration for the issuance of any shares of stock.

ARTICLE VI - BY-LAWS

The power to adopt, amend, alter, rescind or repeal the By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE VII - POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act, Chapter 607 Florida Statutes, or as otherwise permitted by law.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law. The private and/or personal property of the Director or directors, or that of any shareholder of this Corporation, shall not be subject to payment of the debts of this Corporation.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend, rescind or repeal any provision contained in these Articles of Incorporation, any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.


ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The principal office of this Corporation shall be at 632 Valencia Road, Venice, Florida 34285, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial Registered Agent of this Corporation shall be Sari Lynn Reegler, 1521 S. Tamiami Trail, Suite 304, Venice, Florida 34292.

ARTICLE XI - INCORPORATOR

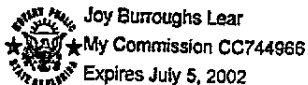
The name and address of the Incorporator of this Corporation is Sari Lynn Reegler, REEGLER & TORNESE, P.A., 1521 S. Tamiami Trail, Venice, Florida 34292.

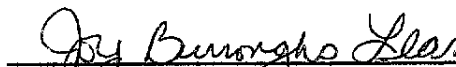
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15th day of May, 2001.


SARI LYNN REEGLER

STATE OF FLORIDA)
 SS
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 15 day of May, 2001, by SARI LYNN REEGLER, who is personally known to me or who has produced _____ as (identification) and who (did/did not) take an oath.




(Signature of Person Taking
Acknowledgment)

Name of Acknowledger

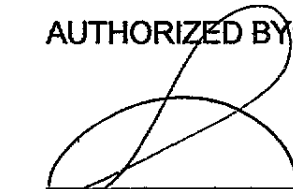
**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered Agent/Registered Office, in the State of Florida.

1. The name of the corporation is Suncoast Dreamworks, Inc.
2. The name and address of the Registered Agent and Office is:

Sari Lynn Reegler
Reegler & Tomese, P.A.
1521 S. Tamiami Trail
Suite 304
Venice, Florida 34292

AUTHORIZED BY:

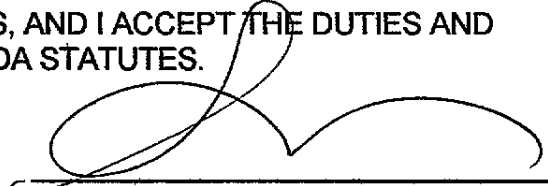

Sari Lynn Reegler

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01 MAY 21 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5-15-01

(Date)

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 ACCEPT THE DUTIES AND
OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.


Registered Agent

5-15-01

(Date)