

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P01000082417

Suns of the Beaches, Inc.

FILED
01 AUG 21 PM 2:32
SECURITY STATE
TALLAHASSEE, FLORIDA

700004546967--6
-08/21/01-01030-010
*****70.00 *****70.00

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 AUG 21 AM 11:09
NO. 1000000000
TO AGENCY WITH
SUFFICIENCY OF FILING

- Cert. Copy _____
- Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search **J. BRYAN AUG 21 2001**
- _____ UCC 11 Retrieval _____
- _____ Courier _____

Signature _____

Requested by: *Kc* *8/21*

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

ARTICLES OF INCORPORATION

OF

SUNS OF THE BEACHES, INC

FILED
01 AUG 21 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following articles of incorporation for such corporations:

ARTICLE I

The name and address of the corporation is:

SUNS OF THE BEACHES, INC
102 15th AVE APT 4
PASS-A-GRILLE FL 33706

ARTICLE II

This corporation may, and is authorized, to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred shares of common stock having a par value of one dollar and no cents (\$1.00) per share, with this consideration to be paid for each share to be in money, property or services as may be fixed by the Board of Directors.

ARTICLE IV

The period of duration of the corporation is perpetual.

ARTICLE V

The name and address in this state of the corporation's initial agent for service of process is:

JOHN C ROGERS
102 15th AVE APT 4
PASS-A-GRILLE FL 33706

ARTICLE VI

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The Directors may authorize and require the payment of meetings of the Directors. Nothing in this article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLE VII

The name and address of the Director of this Corporation is:

GARY C GRAEF
14026 E PARSLEY DR APT 3
MADEIRA BEACH FL 33708

ARTICLE VIII

The name and address of the incorporator signing these articles is:

JOHN C ROGERS
102 15th AVE APT 4
MADEIRA BEACH FL 33708

ARTICLE IX

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.


ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them at the stockholders meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

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

IN WITNESS WHEREOF, THE UNDERSIGNED does set his hand and acknowledge and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 17th day of August, 2001.


GARY C GRAEF

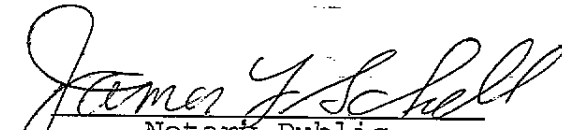
STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared GARY C GRAEF, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the use and purposes therein mentioned and set forth IN WITNESS WHEREOF I have hereunto set my hand and my official seal, in said County and State this 17th day of August, 2001.

My commission expires:



James L. Schell
Commission # CG 908550
Expires Feb. 7, 2004
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public
State of Florida

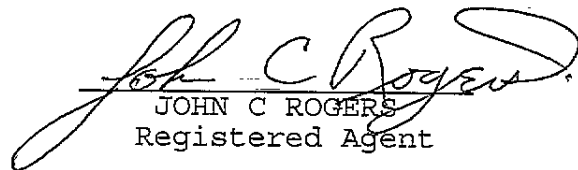
CERTIFICATE DESIGNATING REGISTERED AGENT
FOR THE SERVICE OF PROCESS WITHIN THE STATE

Pursuant to Chapter 48, Florida Statutes, the following is submitted,
in compliance with said act:

SUNS OF THE BEACHES INC, desiring to organize as a corporation under
the laws of the State of Florida with its registered office at 102
15th AVE APT 4, PASS-A-GRILLE FL 33706, named JOHN C ROGERS located at
the above registered office as its Registered Agent to accept service
of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated
corporation at place designated in this certificate, I hereby accept
to act in this capacity, and agree to comply with the provision of
said Act relative to keeping open said office.


JOHN C ROGERS
Registered Agent

DATE AUGUST 17th 2001

FILED
01 AUG 21 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA