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**PARKER & ASSOCIATES, P.A.**

A Professional Association  
ATTORNEYS AT LAW

THEODORE PARKER, ESQ.  
E-MAIL: TPARKERSRQ@AOL.COM

2033 MAIN STREET  
SUITE 100  
SARASOTA, FLORIDA 34237

KATHY L. MORGAN  
LEGAL ASSISTANT  
E-MAIL: KLM0866@AOL.COM

TELEPHONE: (941) 952-0600

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April 16, 2002

Department of State  
Corporate Records Bureau  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32301

600005337176--5  
-04/24/02--01066--006  
\*\*\*\*122.50 \*\*\*\*\*78.75

**RE: BFC Holdings, Inc.**

To whom it may concern,

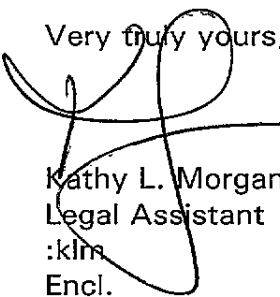
Enclosed please find two originals of the proposed Articles of Incorporation for the above referenced corporation.

Please file the one original and forward the second original, certified, to the attention of the undersigned at your earliest convenience. Our check in the amount of \$122.50 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy	\$ 52.50
Total	\$122.50

Thank you for your cooperation and assistance in this matter.

Very truly yours,

  
Kathy L. Morgan  
Legal Assistant  
:klm  
Encl.

FILED  
02 MAY -2 PM 4:59  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

W02-12083

D. WHITE MAY - 3 2002

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 29, 2002

PARKER & ASSOCIATES, P.A.  
ATTN KATHY L. MORGAN  
2033 MAIN ST, STE 100  
SARASOTA, FL 34237

SUBJECT: BFC HOLDINGS, INC.  
Ref. Number: W02000012083

We have received your document for BFC HOLDINGS, INC. and your check(s) totaling \$122.50. 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 existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**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) 245-6933.

Dale White  
Document Specialist  
New Filings Section

Letter Number: 002A00025979

ARTICLES OF INCORPORATION  
OF  
SUNSET HOLDINGS, INC.

FILED  
02 MAY -2 PM 4: 59  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I  
NAME AND PRINCIPAL OFFICE**

The name of this corporation is Sunset Holdings, Inc., and its initial principal office location and mailing address is 417 Island Circle, Sarasota, Florida 34242.

**ARTICLE II  
DURATION**

This corporation shall exist perpetually.

**ARTICLE III  
PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV  
CAPITALIZATION**

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The street address is the initial registered office of this corporation is 2033 Main Street, Suite 100, Sarasota, Florida 34237 and the name of the initial registered agent for this corporation at such address is Theodore Parker, Esq.

**ARTICLE VI  
INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) Directors constituting the initial Board of Directors. The number of Directors may be either increased or diminished from time

to time by the Bylaws; however, there shall never be less than one (1) Director nor more than five (5) Directors. The names and addresses of the initial Board of Directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
William A. Campbell	417 Island Circle, Sarasota, Florida 34242
Faye B. Campbell	417 Island Circle, Sarasota, Florida 34242

## **ARTICLE VII INCORPORATOR**

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

<u>NAME</u>	<u>ADDRESS</u>
THEODORE PARKER	2033 Main Street, Suite 100 Sarasota, Florida 34237

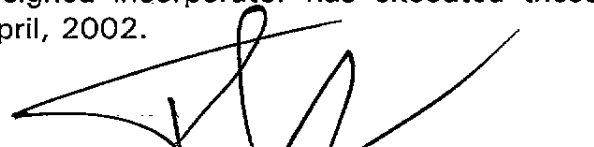
## **ARTICLE VIII INDEMNIFICATION**

The corporation shall indemnify any Officer or Director or any former Officer or Director to the full extent permitted by law.

## **ARTICLE IX AMENDMENT**

This corporation reserves the right to amend any provisions contained in these Articles of Incorporation or any amendment hereto, by a majority vote of the Board of Directors; provided any such amendment is not inconsistent with or does not contravene the provisions of the Florida Business Corporation Act (FS 607).

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30<sup>th</sup> day of April, 2002.

  
\_\_\_\_\_  
THEODORE PARKER

STATE OF FLORIDA  
COUNTY OF SARASOTA

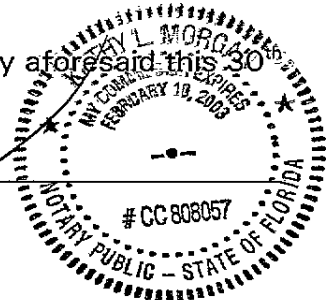
FILED

02 MAY -2 PM 4:59

BEFORE ME, a notary public authorized to take acknowledgments, in the state of FLORIDA and county set forth above, personally appeared, Theodore Parker, who is personally known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation and who did not take an oath.

WITNESS my hand and official seal, in this state and county aforesaid this 30 day of April, 2002.

Notary Public



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF FS 607.0501, THE BELOW DESCRIBED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: Sunset Holdings, Inc.

The name and address of the registered agent and office are:

Theodore Parker, Esq.  
2033 Main Street, Ste. 100  
Sarasota, Florida 34237

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.

THEODORE PARKER, ESQ.