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ATTORNEYS AT LAW

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Winter Park, Florida  
32790-0030

September 21, 2002

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

700007949937--5  
-09/23/02--01066--006  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Sunshine State Investment Group, Inc.

Dear Sir:

Enclosed please find proposed Articles of Incorporation and one copy thereof, with registered agent form attached, for filing.

I also enclose my check in the amount of \$122.50 for the following expenses:

Filing Fees	\$35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
	\$122.50

FILED  
SEP 23 AM 11:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I trust the foregoing is sufficient for issuance of the charter.

Very truly yours,

Jed Berman

JB  
Enclosures

9/24

ARTICLES OF INCORPORATION

ARTICLE I

The name of the corporation is SUNSHINE STATE INVESTMENT GROUP, INC.

ARTICLE II

The principal office and mailing address of the corporation is 1850 W. Fairbanks Ave., Suite 3, Winter Park, Florida 32789.

ARTICLE III

The number of shares the corporation is authorized to issue is 10,000 common, \$1.00 par value, consisting of one class only.

ARTICLE IV

Preemptive rights are granted to shareholders in the event of future distributions of stock. The board of directors shall have the authority to fix the procedures for exercising such rights at the time of future distributions of stock.

ARTICLE V

The street address of the corporation's initial registered agent is 180 S. Knowles Ave., Winter Park, Florida 32789, and the corporation's initial registered agent is Jed Berman.

ARTICLE VI

The name and address of the Incorporator is Ron Schoop, 1850 W. Fairbanks Ave., Suite 3, Winter Park, Florida 32789.

IN WITNESS WHEREOF the Incorporator has hereunto set his hand and seal this 20 day of September, 2002.



Ron Schoop, Incorporator

FILED  
02 SEP 23 AM 11:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

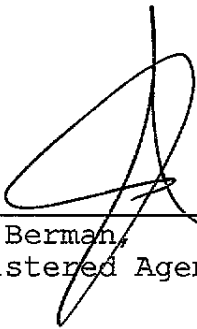
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESSED MAY BE SERVED.

Pursuant to Fla. Stat. 48.091, the following is submitted in  
compliance thereof.

That SUNSHINE STATE INVESTMENT GROUP, INC., desiring to  
organize under the laws of the State of Florida, has named Jed  
Berman, located at 180 S. Knowles Ave., Winter Park, Florida  
32789, as its registered agent to accept service of process  
within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for SUNSHINE  
STATE INVESTMENT GROUP, INC. at the place designated in this  
certificate, I hereby accept said designation and agree to comply  
with the statutory requirement relevant to keeping open said  
office.

  
\_\_\_\_\_  
Jed Berman,  
Registered Agent

FILED  
02 SEP 23 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA