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SECRETARY OF STATE
TALLAHASSEE FLORIDA

JAMES N. CASESA, P.A.

Attorney at Law

MEMBER:
FLORIDA BAR
NEW YORK BAR

3845 FIFTH AVENUE NORTH
ST. PETERSBURG, FLORIDA 33713-7537
TELEPHONE (727) 323-4719
FAX (727) 327-5554

CRAIG PLOTNER
LEGAL ASSISTANT

IN REPLY REFER TO

January 23, 2003

Division of Corporations
Secretary of State
The Capitol
409 E. Gaines Street
Tallahassee, FL 32399

RE: SUNSHINE PROPERTIES UNLIMITED INC.

Gentlemen:

Enclosed is the signed original and one copy of the Articles of Incorporation of the above corporation. I have also enclosed a check in the amount of \$70.00 for the filing and designation of the registered agent.

Please process this at your earliest opportunity and return a date stamped uncertified copy of the Articles of Incorporation to this office in the self-addressed stamped envelope provided.

Thank you for your assistance. If you have any questions, please do not hesitate to call.

Very truly yours,

JAMES N. CASESA

JNC\kb

Enclosures

ARTICLES OF INCORPORATION
FOR
SUNSHINE PROPERTIES UNLIMITED INC.

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TALLAHASSEE FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is SUNSHINE PROPERTIES UNLIMITED INC.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To own and operate a business for real estate sales and property management.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to more fully accomplish the foregoing.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is one thousand (1000). Such shares shall be of a single class and shall have a par value of one dollar (\$1.00) per share.

Articles of Incorporation for Sunshine Properties Unlimited Inc.
Page 2

ARTICLE FIVE

The street address of the initial registered office of the Corporation and the name of it's initial registered agent at such address are:

Cheryl Mueller
10 Greenhaven Court
Oldsmar, FL 34677

The street address of the initial principal office of the Corporation is:

10 Greenhaven Court
Oldsmar, FL 34677

ARTICLE SIX

The number of directors constituting the initial board of directors of the corporation are two (2). The name and address of each person who is to serve upon the initial board of directors are:

Cheryl Mueller
10 Greenhaven Court
Oldsmar, FL 34677

Debra A. Archer
300 Eric Court
Oldsmar, FL 34677

ARTICLE SEVEN

The names and addresses of the incorporators are:

Cheryl Mueller
10 Greenhaven Court
Oldsmar, FL 34677

Debra A. Archer
300 Eric Court
Oldsmar, FL 34677

EXECUTED by the undersigned at Oldsmar, Pinellas County, Florida on the 10 day of Jan., 2003.


Cheryl Mueller

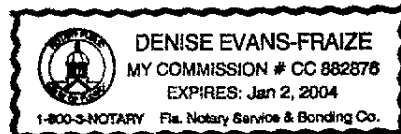

Debra A. Archer

ACKNOWLEDGMENTS

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, personally appeared Cheryl Meuller, who is personally known to me or presented _____ as identification, and is to me well known to be the person described in and who executed the forgoing articles of incorporation and acknowledged to and before me that the said articles were executed for the purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL, this 10th day of January, 2003 at Oldsmar, Pinellas County, Florida.

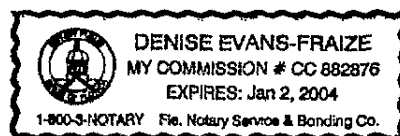


Denise Evans-Fraize
Notary Public
My commission expires:

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, personally appeared Debra A. Archer, who is personally known to me or presented _____ as identification, and is to me well known to be the person described in and who executed the forgoing articles of incorporation and acknowledged to and before me that the said articles were executed for the purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL, this 10th day of January, 2003 at Oldsmar, Pinellas County, Florida.



Denise Evans-Fraize
Notary Public
My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

SUNSHINE PROPERTIES UNLIMITED INC.

DESIRING TO ORGANIZED OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IT'S PRINCIPAL PLACE OF BUSINESS AT CITY OF OLDSMAR, COUNTY OF PINELLAS, STATE OF FLORIDA HAS NAMED:

Cheryl Mueller
10 Greenhaven Court
Oldsmar, FL 34677

AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Cheryl Mueller

TITLE: President

DATE: 1/19/03

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.

SIGNATURE: Cheryl Mueller
DATE: 1/19/03

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TALLAHASSEE FLORIDA