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203-3707

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## TRANSMITTAL LETTER

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

SUBJECT: \_\_\_\_\_

SUNRISE EXCHANGE, CORP.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: \_\_\_\_\_

ROGER ALLEN

Name (Printed or typed)

811 NW 197 TER

Address

MIAMI FL 33169

City, State & Zip

305-654-9990

Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**



FLORIDA DEPARTMENT OF STATE

Ken Detzner  
Secretary of State

February 7, 2003

ROGER ALTIERI, JR.  
811 NW 197 TERR  
MIAMI, FL 33169

SUBJECT: SUNRISE EXCHANGE & CO.  
Ref. Number: W03000003707

We have received your document for SUNRISE EXCHANGE & CO. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 245-6927.

Tracy Smith  
Document Specialist  
New Filing Section

Letter Number: 903A00008547

## **ARTICLES OF INCORPORATION**

**OF**

### **SUNRISE EXCHANGE, CORP.**

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION, EACH COMPETENT AS AN INCORPORATOR PURSUANT TO THE PROVISIONS OF SECTION 607.161, FLORIDA STATUTES, DESIRING TO ASSOCIATE FOR THE PURPOSE OF FORMING A CORPORATION PURSUANT TO CHAPTER 607 or 621, FLORIDA GENERAL CORPORATION ACT AND PURSUANT TO THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITIES, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, DO HEREBY CERTIFY AS FOLLOWS:

#### **ARTICLE I. NAME OF CORPORATION**

The name of the corporation is and shall be:

#### **SUNRISE EXCHANGE, CORP.**

#### **ARTICLE II. GENERAL PURPOSE OF CORPORATION**

The general purpose for which this corporation is being initially organized is for:

The transaction of **any and all lawful activities or business** permitted under the laws of the United States, the State of Florida for which corporations may be organized to transact under Chapter 607, Florida General Corporation Act; or any other state, country, territory or nation.

#### **ARTICLE III. PRINCIPAL PLACE OF BUSINESS**

The principal mailing address of the corporation shall be at:

ROGER ALTIERI, JR.

811 NW 197 TER. MIAMI FL 33169

With the privilege of having additional offices at other places within or beyond the State of Florida, and within or outside the United States of America.

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#### **ARTICLE IV. REGISTERED AGENT**

The name and address of the registered agent is:

ROGER ALTIERI JR.

811 NW 197 TER. MIAMI FL 33169

#### **ARTICLE V. BOARD OF DIRECTORS**

The board of directors of the corporation shall consist of the number of directors serving on the initial board of directors. The number of directors of the corporation may be changed from the number of directors serving on the initial board of directors at any time by affirmative vote of a majority of the stockholders.

All corporate powers shall be exercised by or under authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

Any or all directors may be removed in accordance with the provisions of Section 607.117, Florida Statutes.

The number of directors constituting the initial board of directors shall be one (1) and the name and address of each person who is to serve as a member thereof, or until successors are elected, is as follows:

##### **NAME**

##### **ADDRESS**

ROGER ALTIERI, JR.

811 NW 197 TER. MIAMI FL 33169

#### **ARTICLE VI. CAPITAL STOCK**

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time shall be **1000** shares of common stock at **\$1.00** per value. There shall be only one class of shares.

#### **ARTICLE VII. RIGHTS OF STOCKHOLDERS**

Every stockholder upon the sale for cash of any new stock shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

All of the share of stock of this corporation may be subject to a shareholder's agreement containing several restrictions on the right of the shareholders and transferability of the shares of stock of the corporation. A copy of the shareholder's agreement, if any, is on file at the principal office of the corporation.

#### **ARTICLE VIII. EXECUTIVE COMMITTEES**

The board of directors, by resolution adopted by a majority of the full board of directors, may designate from among its members, and executive committee and one or more committees, each of which to the extent provided in such resolution, shall have and may exercise all of the authority of the board of directors, except such acts set forth in Section 607.127, Florida Statutes.

#### **ARTICLE IX. ACTION BY DIRECTORS WITHOUT A MEETING**

Any action which may be taken at a meeting of the directors or a committee thereof may be taken without a meeting provided that a consent in writing setting forth the action so to be taken, signed by all of the directors or all the members of the committee, as the case may be, is filed into the minutes of the proceedings of the board of directors or of the committee. Such consent shall have the same effect as a unanimous vote.

#### **ARTICLE X. AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended at any time in accordance with the provisions of Section 607.181, Florida Statutes.

The corporation reserves the right to amend, alter, change or repeal any provision contain in these articles of corporation or to any amendment hereto in any manner now or hereafter prescribed or permitted by the provision of any applicable status of the state of Florida, and all rights conferred upon shareholders in these articles of corporation or any amendment hereto are granted subject to this stipulation.

#### **ARTICLE XI. GENERAL POWERS**

This corporation shall have all powers which a corporation of this nature under the laws of the State of Florida may legally exercise, including but not limited to all of those powers enumerated and set forth in Section 607.011, F.S.

#### **ARTICLE XII. OFFICERS**

The officers of this corporation shall consist of a president, a secretary, and a treasurer, each of whom shall be elected by the board of directors in the manner and at the time prescribed in the by-laws of this corporation. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors or chosen in such other manner as may be prescribed by the by-laws. Any two or more officers may be held by the same person.

#### **ARTICLE XIII. DURATION OF CORPORATE EXISTENCE**

This corporation shall have perpetual existence unless sooner dissolved according to law; corporate existence shall commence upon the filing of these Articles of Incorporation by the Department of State.

#### **ARTICLE XIV. INCORPORATOR**

The name and address of the incorporator is as follow:

**ROGER ALTIERI, JR.                      811 NW 197 TER. MIAMI FL 33169**

**IN WITNESS WHEREOF**, I, the undersigned incorporator, have hereunto set my hand and seal, acknowledge and execute this foregoing instrument under the Laws of the State of Florida this 15 day of February, 2003.

  
**ROGER ALTIERI, JR. /Incorporator**

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

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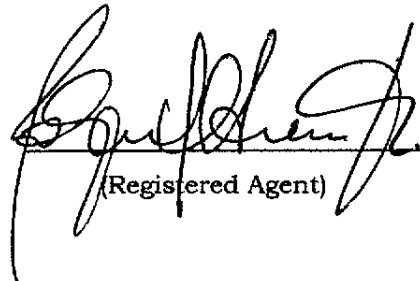
In pursuance of Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act.

First, that **SUNRISE EXCHANGE, CORP.** desiring to organize under the laws of the State of Florida, with its principal office as indicated at Article III of the within Articles of Incorporation, at:

has named: **ROGER ALTIERI, JR.** Located at: **811 NW 197 Ter**  
**Miami Fl 33169** as its agent to accept Service of Process within this State.

**ACKNOWLEDGMENT**

Having been named to accept Service of Process for the above named Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of all statutes relative to keeping open said office.

  
(Registered Agent)

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DIVISION OF CORPORATIONS