

Sent by: STEARNS WEAVER
Division of Corporations

305 889 3395;

08/05/04 8:14 AM Jeax 939

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From: Account Name : STEARNS WEAVER MILLER, ET AL.
Account Number : 076077002504
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04 AUG -5 AM 10:00

FLORIDA PROFIT CORPORATION OR P.A.

Sunset Real Estate Holdings, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
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5/6/04

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ARTICLES OF INCORPORATION
OF

SUNSET REAL ESTATE HOLDINGS, INC.

FILED
04 AUG -5 AM 10:00
CLERK
HALL ARIZONA COUNTY

ARTICLE I - NAME AND ADDRESS

The name of this corporation is **SUNSET REAL ESTATE HOLDINGS, INC.** (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 9415 Sunset Drive Suite 111, Miami, Florida 33172.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

Filed by: J. Garstenfeld, Corp. Legal Asst.
Stearns Weaver Miller Weissler, et al
150 West Flagler Street, Suite 2200
Miami, Florida 33130
T: 305-789-3545/F: 305-789-3395

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ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
John Rawicz	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
John Rawicz	150 West Flagler Street, Suite 2200 Miami, Florida 33130

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ARTICLE VII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE IX - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5th day of August, 2004.


John Rawicz, Incorporator

Sent by: STEARNS WEAVER

305 789 3395;

08/05/04 8:15PM; JetFax #939; Page 5/5

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04 AUG -5 AM 10:00

TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.


John Rawicz, Registered Agent

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