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FLORIDA PROFIT CORPORATION OR P.A.

Sun Belt Newco Inc.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SUN BELT NEWCO INC.

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Florida (particularly Chapter 507, Title XXXVI of the Florida Statutes and the acts amendatory thereof and supplemental thereto, hereinafter called the "Corporate Law of the State of Florida"), hereby certifies that:

FIRST: The name of the corporation (hereinafter called the "Corporation") is
SUN BELT NEWCO INC.

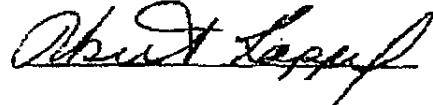
SECOND: The address, including street, number, city, and county, of the registered office of the corporation in the State of Florida and the name of the registered agent of the corporation in the State of Florida is Robert Koppel, c/o Interplex Sun Belt, Inc., 6690 Hiatus Road, City of Tamarac, County of Broward.

THIRD: The registered agent hereby accepts the designation of initial agent by applying his signature as follows:

NAME

Robert Koppel

SIGNATURE



FOURTH: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Corporation Law of the State of Florida.

FIFTH: The total number of shares of stock which the corporation shall have authority to issue is Two Hundred (200), all of which are without par value. All such shares are of one class and are shares of Common Stock.

SIXTH: The name and the mailing address of the incorporator are as follows:

NAME

Patricia A. Cuddihy

MAILING ADDRESS

c/o Cuddy & Feder & Worby
90 Maple Avenue
White Plains, New York 10601

SEVENTH: The corporation is to have perpetual existence.

EIGHTH: The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by the provisions of Section 607.0831 of the Corporate Law of the State of Florida, as the same may be amended and supplemented.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of Section 607.0850 of the Corporate Law of the State of Florida, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

TENTH: From time to time any of the provisions of these articles of incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the corporation by these articles of incorporation are granted subject to the provisions of this Article TENTH.

Signed on December 27 2005


Patricia A. Cuddy
Incorporator

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TALLAHASSEE, FLORIDA

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