

P94000058395



ACCOUNT NO. : 072100000032

REFERENCE : 647425 5674A

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 43.75

FILED
00 APR -3 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 31, 2000

ORDER TIME : 3:31 PM

ORDER NO. : 647425-020

CUSTOMER NO: 5674A

600003194496--4

CUSTOMER: Robert C. Burke, Jr., Esq
Kimpton Burke & White
Suite 100
28059 U.s. Highway 19, North
Clearwater, FL 33761

DOMESTIC AMENDMENT FILING

NAME: SUN MARKETING ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
00 APR -3 PM 4:45
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

COULLIETTE APR 04 2000

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS: _____

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

SUN MARKETING ASSOCIATES, INC.

SUN MARKETING ASSOCIATES, INC., a Florida corporation, under its corporate seal in hand of its President and Secretary, Arlan Larson and Edward Smeltz, respectively, hereby certifies that:

1. The Board of Directors of said corporation, at a meeting called and held on the 29th day of February, 2000, adopted the following resolution:

"BE IT RESOLVED by the Board of Directors of SUN MARKETING ASSOCIATES, INC., a Florida corporation, that the Articles of Incorporation of the corporation be amended and restated in its entirety as follows:

ARTICLE I. NAME

The name of the corporation shall be:

SUN MARKETING ASSOCIATES, INC.

The address of the principal office of this corporation shall be

1822 Drew Street, Suite 1, Clearwater, Florida 33765-2900, and the

mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

FILED
00 APR -3 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 voting shares of common stock having 1¢ par value per share and 1,000,000 non-voting shares of common stock having 1¢ par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the registered office of the corporation shall be 1822 Drew Street, Suite 1, Clearwater, Florida 33765-2900, and the name of the registered agent of the corporation at that address is Arlan Larson.

ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

ARTICLE VII. INDEMNIFICATION

The corporation may indemnify any officer, director, employee, or agent or any former officer, director, employee, or agent to the extent permitted by law.

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator to these Amended and Restated Articles of Incorporation:

Arlan Larson
1822 Drew Street, Suite 1
Clearwater, Florida 33765-2900

ARTICLE IX. SHAREHOLDER ACTION

An affirmative vote of more than sixty-three (63%) percent of the issued and outstanding voting shares of the corporation shall be required for any shareholder action.

2. The meeting of the shareholders of the corporation called by the Board of Directors as aforesaid, was held on the 29th day of February, 2000, and at said special meeting of the shareholders, said Amended and Restated Articles of Incorporation were duly adopted by the unanimous vote of all shareholders.

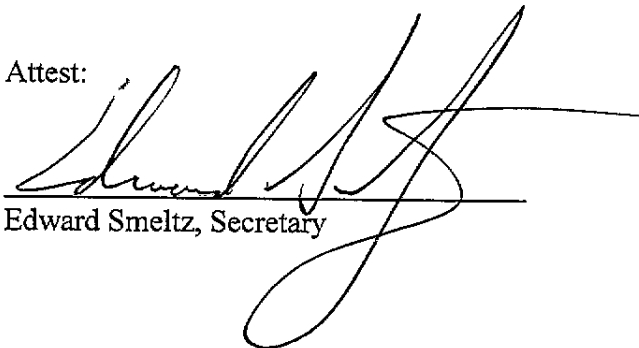
IN WITNESS WHEREOF, said corporation has caused these Amended and Restated Articles of Incorporation to be filed in its name by its President and its corporate seal to be affixed and attested by its Secretary on this 29th day of February, 2000.

SUN MARKETING ASSOCIATES, INC.

By: 

Arlan Larson, President

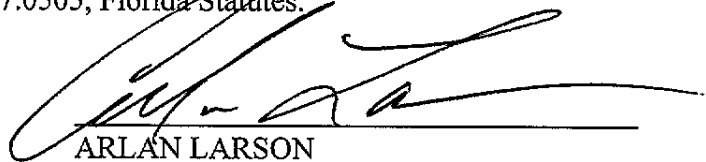
Attest:


Edward Smeltz, Secretary

(Corporate Seal)

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Arlan Larson, having been designated as the Registered Agent in the above and foregoing Amended and Restated Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



ARLAN LARSON