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DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135- 301-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770
(((H95000002696))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: SUNSET HARBOUR REALTY INC.
FAX AUDIT NUMBER: H95000002696 CURRENT STATUS: REQUESTED
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03/08/99 4:10:22
TALLAHASSEE, FLORIDA

01:31:00

H 9500000 2696



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

November 15, 1994

VICTOR A. LERNER
U.S. TRUST MORTGAGE CORP.
20185 E. COUNTRY CLUB DR. # 1809
NORTH MIAMI BEACH, FL 33180

The name **SUNSET HARBOUR REALTY INC.** has been reserved for 120 days beginning November 15, 1994. The reservation number is R94000005444 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 855.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 894A000049639

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ARTICLES OF INCORPORATION
OF
SUNSET HARBOUR REALTY, INC.

ARTICLE I - NAME

The name of this corporation is SUNSET HARBOUR REALTY, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 20185 EAST COUNTRY CLUB DRIVE #1609 NORTH MIAMI BEACH, FLORIDA 33180.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial registered office of this corporation is 20185 EAST COUNTRY CLUB DRIVE #1609 NORTH MIAMI BEACH, FLORIDA 33180 and the name of the Initial registered agent of this corporation at that address is VICTOR LERNER.

Emmett Inc.
Elis Marie, CPA, PA
12500 Biscayne Boulevard - 402
North Miami, FL 33181
(305) 895-5815

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME ADDRESS

VICTOR LERNER

20185 EAST COUNTRY CLUB DRIVE #1689
NORTH MIAMI BEACH FLORIDA 33180

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this March 2, 1995.

X [Signature] Pres.
Signature/Title

Signature/Title

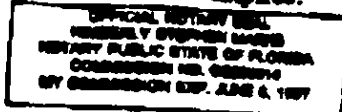
STATE OF FLORIDA
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared VICTOR LERNER, the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this March 2, 1995.

[Signature]
Notary Public, State of Florida at Large

My commission Expires:



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STATE OF FLORIDA

TO

DIVISION OF

P.23

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:

FIRST--THAT SUNSET HARBOUR REALTY, INC.
(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF NORTH MIAMI BEACH, STATE OF FLORIDA 33182, HAS NAMED VICTOR LERNER, LOCATED AT 20185 EAST COUNTRY CLUB DRIVE #1602, STATE OF FLORIDA 33180, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]
(Corporate Officer)

TITLE pres. [Signature]

DATE 3/6/95

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 PERFORMANCE OF MY DUTIES.

SIGNATURE [Signature]
(Resident Agent)

DATE 3/6/95

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SUNSET HARBOUR REALTY, INC.
NORTH MIAMI BEACH, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 21, 1997

SUNSET HARBOUR REALTY, INC.
20185 EAST COUNTRY CLUB DRIVE
#1609
NORTH MIAMI BEACH, FL 33180

SUBJECT: SUNSET HARBOUR REALTY, INC.
Ref. Number: P95000019159

Debit Memo #: 1997-A

This is to inform you that check #1086 in the amount of \$165.00 submitted with the annual report for SUNSET HARBOUR REALTY, INC. has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after April 21, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 297A00009299

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****180.00 ****180.00

March 6, 1997

REPLACEMENT FEE 1997

ANNUAL REPORT: SUNSET HARBOUR
REALTY, INC.

DEBIT MEMO: # 1997-A

CHECK #: 1086