

**P95000020435**

**REYNOLDS & REYNOLDS**  
Chartered Attorneys

MAXINE V. E. REYNOLDS  
JAY J. REYNOLDS, of counsel

March 8, 1995

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

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-03/13/95--01072--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

In re: SUNGLOW, INC. OF BOCA

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above corporation. Further please find our check in the amount of \$70.00 for filing said Articles and a self-addressed stamped envelope for the return of the Charter.

Thank you for your continued cooperation in this regard.

Yours very truly,

Jennifer Glass

*Jennifer* GAVE  
/s/ enclosures AUTHORIZATION BY PHONE TO  
CORP. art 1 of Boca  
DATE 3/14/95  
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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

FOR

SUNGLOW, INC.

OF BOCA

ARTICLE I

NAME

The name of this corporation is SUNGLOW, INC. OF BOCA

ARTICLE II

PURPOSE

The general nature of the business and the objects, purposes and powers to be transacted and carried on by this Corporation are:

(A) To purchase, sell, lease, and exchange real estate and to actively solicit and procure vendors and purchasers of real and personal property; and to buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries, to manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every kind, class, and description.

(B) To buy, sell, deal in, lease, hold, subdivide, improve and develop real estate; to establish subdivisions, towns, cities and villages and to dedicate lands for ways, roads, streets, alleys, sidewalks, parkways, parks and other purposes; and to

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TALLAHASSEE FLORIDA

engage in, conduct and carry on any business or undertaking for the improvement of property owned by the corporation or in which it may have an interest.

(C) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

(D) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(E) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while the owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(F) In general to have and exercise any and all powers that corporations have and may exercise under the laws of the United States of America and the State of Florida and as the same may be amended from time to time except such as are inconsistent with the express provisions of these Articles.

### ARTICLE III

#### AUTHORIZED SHARES AND RIGHTS

The aggregate number of shares of stock that this corporation is authorized to issue is One Hundred (100) shares of common stock,

having a nominal or par value of One Dollar (\$1.00) per share.

#### ARTICLE IV

##### REGISTERED AGENT AND REGISTERED OFFICE

The initial street address of the Registered Office of this corporation is 5414 Grand Park Place, Boca Raton, Florida 33486. The name of the Registered Agent of this corporation is Renate Egermann. The Registered Agent and Registered Office may be changed as the Board of Directors from time to time directs, with appropriate notice being given to the Secretary of State in accordance with law. A written acceptance of this designation is incorporated in these Articles of Incorporation.

#### ARTICLE V

##### TERM

This corporation shall have perpetual existence.

#### ARTICLE VI

##### INCORPORATOR

The names and street addresses of the incorporators of these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Renate Egermann	5414 Grand Park Place Boca Raton, Florida 33486
Gerhard Egermann	5414 Grand Park Place Boca Raton, Florida 33486

## ARTICLE VII

### DIRECTORS

This corporation shall have not less than two (2) nor more than five (5) directors to be elected or appointed as set forth in the By-Laws. Directors may not be removed except for cause.

## ARTICLE VIII

### INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation to the fullest extent permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon such officer or director in connection with any proceeding in which that officer or director may become involved by reason of being or having been an officer or director of the corporation, whether or not that person is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

## ARTICLE IX

### PHONE MEETING AUTHORIZED

Members of the Board of Directors or of any executive committee designated by the Board of Directors in accordance with law or of the shareholders shall be deemed present at any meeting of the Board of Directors or executive committee or of the shareholders, as the case may be, if a conference telephone or

similar communications equipment is used by means of which all persons participating in the meeting can simultaneously communicate with and receive communication from all other persons involved in such meeting.

Nothing in this Article shall be construed to allow any act of the Board of Directors or shareholders to be approved by less than a majority of said directors or shareholders, or wherever a greater vote is required by law or in the By-Laws, nothing herein shall be construed to reduce such requirement.

#### ARTICLE X

##### STOCK STRUCTURE

The capital stock authorized may be increased by a majority vote of the stockholders of the corporation at any regular stockholders' meeting or any special stockholders' meeting called for that purpose, by the adoption of an amendment to these Articles.

#### ARTICLE XI

##### AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved in a meeting of the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement and manifest their intention that a certain amendment to these Articles of

Incorporation be made.

ARTICLE XII

PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office for this corporation is: 5414 Grand Park Place, Boca Raton, Florida 33486.

ARTICLE XIII

PREEMPTIVE RIGHTS

When the Board of Directors so determines, ANY increased common stock herein provided shall be offered pro rata to the common stockholders in relation to their then present holdings.

ARTICLE XIX

RESTRICTIONS ON TRANSFER

The shares of stock in this corporation are subject to restrictions on transfer which are set forth in the By-laws of the corporation and a separate agreement between shareholders.

ARTICLE XX

INSPECTION OF BOOKS AND RECORDS

The Corporation shall maintain its books of accounts and other books of the Corporation at regular hours at the principal office of the Corporation for open inspection of the shareholders.

IN WITNESS WHEREOF, We, the undersigned, being the original incorporators have hereunto set our hands and seals this 2 day

of March, 1995 for the purposes of forming this corporation to do business both within and without the State of Florida.

Renate Egermann  
RENATE EGERMANN

Gerhard Egermann  
GERHARD EGERMANN

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF PALM BEACH

)  
) ss.:  
)

BEFORE ME, the undersigned authority, this day personally appeared RENATE EGERMANN and GERHARD EGERMANN, who, presented the following as identification respectively Passport R0755460 and Passport R0814102 and being first duly sworn, and taking an oath depose and say that they and each of them have, read the foregoing Articles of Incorporation, that the facts and matters contained therein are true and correct and that they have, executed same for the purposes therein expressed.

SWORN to and subscribed before me this 2 day of March, 1995.



Official Seal  
JENNIFER L. GLASS  
Notary Public, State of Florida  
My Comm. Expires October 20, 1998  
No. CC287124

My Commission Expires:

Jennifer L. Glass  
Notary Public

#### CERTIFICATE OF ACCEPTANCE OF DESIGNATION

#### AS REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of:

SUNGLOW, INC. OF BOCA

and agree to serve as its agent to accept service of process within this State at its Registered Office at 5414 Grand Park Place, Boca Raton, Florida 33486.

Renate Egermann  
Registered Agent