

**J. KEVIN DRAKE, P.A.**  
ATTORNEY AT LAW

**J. KEVIN DRAKE**  
**MARK BRIVIK B.A. L.L.B.**  
Admitted to U.S.A. only

95 APR 10 PM  
FILED  
SECRETARY OF STATE  
TALLAHASSEE  
1013 MAIN STREET  
SUITE 204  
SARASOTA, FLORIDA 34230  
PHONE (813) 954-7750  
FAX (813) 951-1509

**P450000 29631**

Via Overnight

Secretary of State  
State of Florida  
Corporation Department  
409 E. Gaines Street  
Tallahassee, Florida 32399

800001452238  
-04/10/95--01051--018  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Sundown Holdings, Inc.

**EFFECTIVE DATE**

Dear Sir or Madam:

4-29-95

Enclosed you will find the Articles of Incorporation for the above-referenced corporation, fully executed, for filing with the Florida Secretary of State.

I have enclosed a check made payable to the Florida Secretary of State in the amount of \$122.50 for the cost of filing said Articles. Please forward a certified copy of the Articles to the undersigned.

Thank you for your assistance and please do not hesitate to call me if you have any questions.

Very truly yours,

  
J. KEVIN DRAKE

JKD/lis  
Encls.

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ARTICLES OF INCORPORATION

OF

SUNDOWN HOLDINGS, INC.

EFFECTIVE DATE

4-5-95

FILED  
95 APR 10 PM 4:23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

These Articles of Incorporation are made and subscribed for the purposes of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS

The name and principal office of this Corporation are:

SUNDOWN HOLDINGS, INC.  
1932 Harbourside Drive, No. 253  
Longboat Key, Florida 34228

ARTICLE II - PURPOSE

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

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock, par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1932 Harbourside Drive, No. 253, Longboat Key, Florida 34228 and the name of the initial registered agent of this Corporation at that address is KIMBERLY A. KELLY-WOODRUFF.

**ARTICLE V - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this Corporation shall be:

KIMBERLY A. KELLY-WOODRUFF  
Address:  
1932 Harbourside Drive, No. 253  
Longboat Key, Florida 34228

**ARTICLE VI - RESTRICTIONS ON MEMBERSHIP TO  
BOARD OF DIRECTORS**

This Corporation shall have One (1) director initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than one.

**ARTICLE VII - INCORPORATOR**

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

KIMBERLY A. KELLY-WOODRUFF  
1932 Harbourside Drive, No. 253  
Longboat Key, Florida 34228

**ARTICLE VIII - BYLAWS**

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the shareholders, and except to the extent limited by the shareholders, in the Board of Directors.

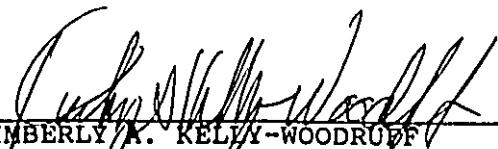
**ARTICLE IX - DURATION**

The existence of this Corporation shall commence on the date of subscription and acknowledgment of these Articles, and shall be perpetual.

**ARTICLE X - AMENDMENT**


This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

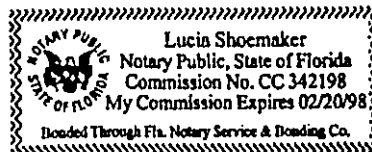
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5<sup>th</sup> day of April, 1995.

  
KIMBERLY A. KELLY-WOODRUFF  
Incorporator

STATE OF FLORIDA  
COUNTY OF SARASOTA

THE FOREGOING INSTRUMENT was acknowledged before me this 5<sup>th</sup> day of April, 1995, by KIMBERLY A. KELLY-WOODRUFF, who is personally known to me or who produced \_\_\_\_\_ as identification and who did not take an oath.

  
Notary Public,  
Print Name: LUCIA SHOEMAKER  
My Commission expires: \_\_\_\_\_  
[SEAL]



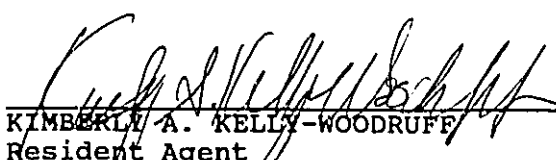
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is  
submitted in compliance with said Act:

First--That SUNDOWN HOLDINGS, INC., desiring to organize under  
the laws of the State of Florida, with its principal office as  
indicated in the Articles of Incorporation at City of Longboat Key,  
County of Manatee, State of Florida, has named KIMBERLY A. KELLY-  
WOODRUFF, located at 1932 Harbourside Drive, No. 253, County of  
Manatee, State of Florida, as its agent to accept service of process  
within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)


Having been named to accept service of process for the above-  
stated corporation, at place designated in this Certificate, I hereby  
accept to act in this capacity, and agree to comply with the  
provision of said Act relative to keeping open said office.

  
KIMBERLY A. KELLY-WOODRUFF  
Resident Agent

STATE OF FLORIDA  
COUNTY OF SARASOTA

THE FOREGOING INSTRUMENT was acknowledged before me this 5<sup>th</sup>  
day of April, 1995 by KIMBERLY A. KELLY-WOODRUFF, who is  
personally known to me or who produced \_\_\_\_\_  
as identification and who did not  
take an oath.

~~~~~  
NOTARY PUBLIC  
Lucia Shoemaker  
Notary Public, State of Florida  
Commission No. CC 342198  
My Commission Expires 02/20/98  
Bounded Through Fla. Notary Service & Bonding Co.  
~~~~~

  
NOTARY PUBLIC

Print Name: Lucia Shoemaker  
My Commission expires:

[SEAL]