

P950000 29772

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

95 APR 17 PM 10:51

8/14/95

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAK _____

WALK-IN Will Pick Up 7-17-2005

RE: Florida HPP Inc

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Filing		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filing		
<input type="checkbox"/> Foreign Corp. Filing		
<input checked="" type="checkbox"/> () Cert. Copy(s)	880901457208	
	04/17/95-01013-020	
<input type="checkbox"/> Art. of Amend. Filing	****122.50****122.50	
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name Filing		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 Filing		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS		

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF
FLORIDA HPP INC.

FILED
95 APR 17 PM 12:01
CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR FLORIDA

ARTICLE I - Name

The name of the corporation is Florida HPP Inc.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

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

ARTICLE IV - Capital Stock

This corporation is authorized to issue 1,000 shares of \$ 1.00 par value common stock.

ARTICLE V - Initial Registered Office and Agent

The street address and the mailing address of the corporation's principal office as well as that of the initial registered office of this corporation is the same: 3400 South Tamiami Trail, Suite 301, Sarasota, Florida 34239 and the initial registered agent of this corporation at that address is Peter J. Jaensch.

ARTICLE VI - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and address of the initial director of this corporation is as follows:

Peter Passmann
2000 South AlA
Jupiter, Florida 33477

ARTICLE VII - Incorporator

Peter J. Jaensch
3400 South Tamiami Trail, Suite 303
Sarasota, FL 34239

ARTICLE VIII - Amendment

The corporation reserves the right to amend or repeal any provisions 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 incorporator has executed these Articles of Incorporation this 12th day of April, 1995.

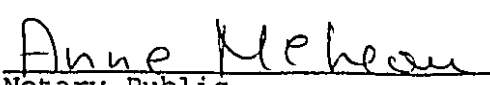


PETER J. JAENSCH

**STATE OF FLORIDA
COUNTY OF SARASOTA**

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared, PETER J. JAENSCH, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

WITNESS my hand and official seal in the state and county aforesaid this 17th day of April, 1995.



Notary Public

my commission expires:



ANNE McLEAN
COMMISSION # CC 395028
EXPIRES JUL 25, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

I HEREBY ACCEPT appointment as initial registered agent of the above-named corporation and agree to serve as such until my successor shall have been named by the Directors of the Corporation, and the proper department of the State of Florida notified thereof.



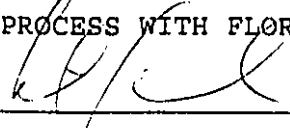
Peter J. Jaensch

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 FLORIDA HPP INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF
SARASOTA, STATE OF FLORIDA, HAS NAMED Peter J. Jaensch, LOCATED AT
3400 SOUTH TAMiami TRAIL, SUITE 301, CITY OF SARASOTA, STATE OF
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITH FLORIDA.

SIGNATURE 
(CORPORATE OFFICER)
TITLE Corp Counsel
DATE 4-12-95

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 AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE 
Peter J. Jaensch
DATE 4-12-95

FILED
95 APR 17 PM 12:01
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
SARASOTA, FLORIDA



**PORTER, WRIGHT,
MORRIS & ARTHUR**
Attorneys & Counselors at Law

STUART A. THOMPSON

941-436-2954

stthompson@porterwright.com

4501 Tamiami Trail North
Suite 400
Naples, Florida 34103-3013
Telephone: 941-261-8898
Facsimile: 941-436-2960
Nationally: 800-877-7962

P95000029772

June 28, 1997

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Florida HPP Inc.

700002227027--9
-06/30/97--01166--001
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed you will find the original and one copy of the Articles of Amendment to Articles of Incorporation in the above-referenced matter. Please file and return a file/stamped copy in the enclosed self-addressed, stamped envelope.

Also enclosed is our firm's check in the amount of \$35.00 in payment of the filing fee.

If you should have any questions, please do not hesitate to contact me on the above listed toll free number. Thank you for your assistance in this matter.

Very truly yours,

Stuart A. Thompson
Stuart A. Thompson

SAT/csg
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUN 27 11 53 AM

APPROVED
AND
FILED

OK
P9500002977
2P
6-27-97
NC

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FLORIDA HPP INC**

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

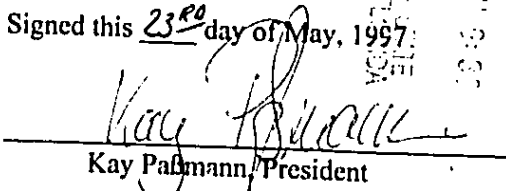
FIRST: Amendments adopted:
Article I. NAME is hereby amended to read as follows:
"The name of the corporation is USA SUNRISE, INC."

SECOND: The date of the amendment's adoption is May 23, 1997.

THIRD: Adoption of Amendments

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 23rd day of May, 1997



Kay Palmann, President