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REPLY TO MELBOURNE

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200 SOUTH BARCLAY STREET  
POST OFFICE BOX 2520  
MELBOURNE, FLORIDA 32902-2520  
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CORAL GABLES, FLORIDA 33134  
(305) 664-5011

PA5000040710

May 3, 1995

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

ENCLOSURE 11 414 1 305  
-05/11/95--01055--017  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation  
SUNRISE VENTURES, INC.

Dear Sir:

Enclosed please find original and two copies of Articles of Incorporation for the above-named corporation.

Kindly file the articles, returning a copy to us in the enclosed prepared envelope.

Our check covering your filing fee is also enclosed.

Very truly yours,

*Brigitte Van Tassel*  
Brigitte Van Tassel, CLA,  
Legal Assistant to  
William C. Potter, Esq.

BVT/b  
Enclosures

FILED  
MAY 23 AM 9:34  
TALLAHASSEE, FLORIDA



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

May 12, 1995

**BRIGITTE VAN TASSEL**  
**P.O. BOX 2523**  
**MELBOURNE, FL 32902-2523**

**SUBJECT: SUNRISE VENTURES, INC.**  
**Ref. Number: W95000010128**

We have received your document for **SUNRISE VENTURES, INC.** and check(s) totalling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

**Kanut Khosla**  
Corporate Specialist

**Letter Number: 295A00024440**

**ARTICLES OF INCORPORATION  
OF  
SUNRISE VENTURES, INC.**

FILED  
95 MAY 23 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is SUNRISE VENTURES, INC..

**ARTICLE II - DURATION**

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

**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 One Thousand (1000) shares of common stock, which shall be designated "Common Shares".

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

**ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata share thereof (as

nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the principal office and initial registered office of this corporation is 210 Rocket Lane, Apartment 12, West Melbourne, FL 32904 and the name and address of the initial registered agent of this corporation at that address is K. GREGORY DEROSSETT, 210 Rocket Lane, Apartment 12, West Melbourne, FL 32904.

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

K. GREGORY DEROSSETT  
210 Rocket Lane, Apartment 12  
West Melbourne, FL 32904

**ARTICLE IX - INCORPORATORS**

The name and address of the incorporator of the corporation is:

K. GREGORY DEROSSETT  
210 Rocket Lane, Apartment 12  
West Melbourne, FL 32904

**ARTICLE X - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

**ARTICLE XI - CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by the Board of Directors.

**ARTICLE XII - SHAREHOLDER QUORUM AND VOTING**

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XIII - INDEMNIFICATION**

The corporation shall indemnify any officer or directors, or any former officer or director, to the full extent permitted by law.

**ARTICLE XIV - AMENDMENT**

This 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 subscriber has executed these articles of incorporation this 3rd day of May, 1995.

  
K. GREGORY DEROSSETT

STATE OF FLORIDA     )  
                              ) SS  
COUNTY OF BREVARD    )

BE IT KNOWN that on the 3rd day of May, 1995, before me, a Notary Public in and for the State of Florida duly commissioned and sworn, dwelling in Brevard County, personally came and appeared K. GREGORY DEROSSETT to me personally known or who has produced a

driver's license as identification and who did not take an oath.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and  
affixed my seal of office the day and year last above written.

*Brigitte Van Tassel*  
Notary Public State of Florida  
Name: \_\_\_\_\_  
Commission No.: 00321687  
Commission Expires: 10/06/97




BRIGITTE VAN TASSEL  
MY COMMISSION # 00321687 EXPIRES  
October 6, 1997  
BONDED TRULY TRUST FARM INSURANCE, INC.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT  
OF  
SUNRISE VENTURES, INC.

I understand the duties of and hereby accept appointment as the registered agent of SUNRISE VENTURES, INC., at the initial registered office of the Corporation at 210 Rocket Lane, Apartment 12, West Melbourne, Florida 32904.

Dated this 3<sup>rd</sup> day of May, 1995.

  
K. GREGORY DEROSSETT

FILED  
95 MAY 23 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA