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PROCESS ITEM
ELECTRONIC FILING COVER SHEET
DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
400 EAST GAINED STREET MIAMI FL 33135-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: SUN & BEACH CORP.
FAX AUDIT NUMBER: H95000000439
DATE REQUESTED: 06/08/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 4
ESTIMATED CHARGE: \$122.50
CURRENT STATUS: REQUESTED
TIME REQUESTED: 14:48:36
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255

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attn. Jerry

16/2/95

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(4)

ARTICLES OF INCORPORATION**SUN & BEACH CORP.**

I, the undersigned, a natural person competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be:

SUN & BEACH CORP.

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the state of Florida.

ARTICLE III
CAPITAL STOCK

A. The total authorized capital stock of this Corporation is One Thousand (1,000) shares of Common Stock, par value \$1.00 per share.

B. Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series 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 IV
TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE V
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of this Corporation in the State of Florida is: 169 East Flagler Street, Suite 1527, Miami, Florida 33131. The Board of Directors may from time to time move the principal office to another address in Florida.

Represented by Disney D. Thompson, Esq. Florida Bar #847534
Disney D. Thompson & Assoc., P.A. 169 East Flagler Street, Ste 1527
Miami, Florida 33131 205-381-9096

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ARTICLE VI
NUMBER OF DIRECTORS

This Corporation shall have not less than one (1) Director.

ARTICLE VII
FIRST BOARD OF DIRECTORS

The name and street address of the initial members of the Board of Directors are:

ELIO JONE BORJAS
169 EAST FLAGLER STREET
SUITE 1527
MIAMI, FLORIDA 33131

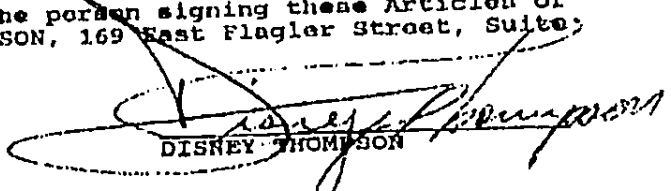
VERONICA MARIA MATA GOMEZ DE BORJAS
169 EAST FLAGLER STREET
SUITE 1527
MIAMI, FLORIDA 33131

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is: 169 E. Flagler St. Suite 1527, Miami, Fla 33131 and the name of the initial registered agent of this Corporation at the address is: DISNEY THOMPSON.

ARTICLE IX- INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: DISNEY THOMPSON, 169 East Flagler Street, Suite 1527, Miami, Florida 33131.


DISNEY THOMPSON

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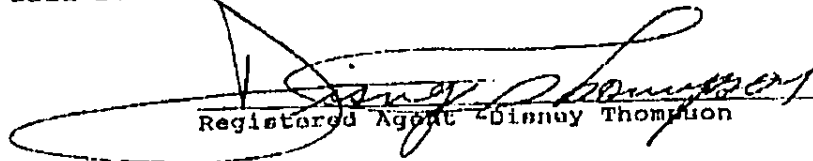
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 49.091 and Section 607.034 (3) Florida Statutes, the following is submitted:

AVM. S. BHACH CORP., a corporation being organized under the laws of the State of Florida, with its principal place of business: 169 East Flagler Street, Suite 1527, Miami, Fl 33131, has named **DISNEY THOMPSON**, located at 169 E. Flagler St. Suite 1527 Miami, Fla 33131, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby state that I am familiar with, and accept the obligations provided for in Florida Statutes Section 607.325, that I hereby accept to act in this capacity and agree to comply with the provisions of said sections relative to keeping open said office.


Registered Agent - Disney Thompson

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