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REAL ESTATE DEPARTMENT  
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MONA S. WEISS  
GISELE E. ASMAR

TAX & ESTATE PLANNING DEPARTMENT  
THOMAS C. WALSER  
CARYN J. CLAYMAN

May 31, 1995

File No.

Bureau of Corporate Records  
State of Florida  
409 East Gaines Street  
Tallahassee, Florida 32301

RE: Incorporation of SUNSHINE STATE ESTATE BUYERS, INC.

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the above referenced proposed Florida corporation.

Also enclosed is a check in the amount of \$122.50 representing payment of the following:

Filing Fee . . . . . \$70.00  
Certified Copy . . . . . \$30.00  
Registered Agent  
Designation . . . . . \$22.50

Total . . . . . \$122.50

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-06/01/95--01030--003  
\*\*\*\*122.50 \*\*\*\*122.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned as soon as possible.

Thank you for your anticipated cooperation.

Very truly yours,  
*Charles F. Possess*  
Charles F. Possess  
*mmw*

CFP/mmww  
Enclosures

ARTICLES OF INCORPORATION  
OF  
SUNSHINE STATE ESTATE BUYERS, INC.

ARTICLE I. NAME

The name of the corporation is SUNSHINE STATE ESTATE BUYERS, INC.

ARTICLE II. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue three hundred (300) shares of One Dollar (\$1.00) par value common stock which shall be designated as common stock.

ARTICLE IV. 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 V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8122 Glades Road, Suite 216, Boca Raton, FL 33434 and the name of the initial registered agent of this corporation at that address is YALE Z. GOLDBERG.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director(s) 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 (1) director. The name and address of the initial director(s) of this corporation is:

YALE Z. GOLDBERG  
8122 Glades Road, Suite 216  
Boca Raton, FL 33434

B. SUSAN GOLDBERG  
8122 Glades Road, Suite 216  
Boca Raton, FL 33434

ARTICLE VII. INCORPORATOR

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

YALE Z. GOLDBERG  
8122 Glades Road, Suite 216  
Boca Raton, FL 33434

ARTICLE VIII. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation will be 8122 Glades Road, Boca Raton, Florida. The mailing address of the corporation shall be 8122 Glades Road, Suite 216, Boca Raton, FL 33434.

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the share holders.

ARTICLE X. INDEMNIFICATION

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

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on May 31, 1995.

  
\_\_\_\_\_  
YALE Z. GOLDBERG

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 21st  
day of July, 1995 by YALE Z. GOLDBERG as  
Incorporator of SUNSHINE STATE ESTATE BUYERS, INC., a Florida  
corporation to be formed, on behalf of the corporation. He/She is  
personally known to me, or has produced \_\_\_\_\_  
\_\_\_\_\_ (type of identification) as identification  
and did not take an oath.

Robin Messinger  
Notary Public, State of Florida  
Name: ROBIN MESSINGER  
Serial No.: \_\_\_\_\_

My commission expires:



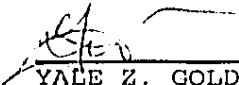
ROBIN MESSINGER  
MY COMMISSION # CC423161 EXPIRES  
December 9, 1998  
BONDED THROUGH TROY FAIR INSURANCE, INC.

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

Pursuant to Chapter 48.091, Florida Statutes, the following  
is submitted in compliance with this Statute:

That SUNSHINE STATE ESTATE BUYERS, INC., desiring to organize  
under the laws of the State of Florida as indicated in the Articles  
of Incorporation, has named Yale Z. Goldberg located at 8122 Glades  
Road, Suite 216, Boca Raton, FL 33434, as its agent to accept  
service of process within the State of Florida.

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

  
\_\_\_\_\_  
YALE Z. GOLDBERG  
Registered Agent