

McGEE, GAINNEY & HUSKEY, P.A.

INTERNATIONAL BUILDING
PENTHOUSE WEST
2455 EAST SUNRISE BOULEVARD
FORT LAUDERDALE, FLORIDA 33304

C. EDWARD MCGEE, JR.
JAMES P. GAINNEY
J. DAVID HUSKEY, JR.

ADRIAN P. THOMAS

TELEPHONE (305) 563-8200

TELECOPIER (305) 566-7764

June 12, 1995

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

800001523098
-06/27/95--01018--000
***122.50 ***122.50

Re: Articles of Incorporation/Under The Sun, Bahamas, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for Under the Sun, Bahamas, Inc., together with a our firm check in the amount of \$122.50, representing the following costs:

- | | | |
|----|---------------------------------|---------|
| 1. | Filing Fee for Articles | \$35.00 |
| 2. | Filing Fee for Registered Agent | \$35.00 |
| 3. | Certification Fee for Articles | \$52.50 |

Enclosed for your convenience is a self-addressed return envelope. Thank you for your assistance in this matter and if you have any questions or require additional information, please contact me at your convenience.

Very truly yours,

McGEE, GAINNEY & HUSKEY, P.A.

J. David Huskey, Jr.
For the Firm

JUN 28 1995 BSB

JDH/sd
enclosures as noted
40522.04.001
bahamas/secystat.ltr

JUN 27 1995

FILED
JUN 27 PM 3:26

**ARTICLES OF INCORPORATION
OF
UNDER THE SUN, BAHAMAS, INC.**

FILED
95 JUN 27 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, natural persons competent to contract do hereby make, subscribe, acknowledge and file in the Office of the Secretary of State of the State of Florida for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

**ARTICLE I
NAME**

The name of the Corporation shall be as stated above.

**ARTICLE II
GENERAL NATURE OF BUSINESS**

This corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of capital stock authorized to be issued by this corporation shall be One Thousand (1000) shares having a par value of One (\$1.00) Dollar per share. Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the Stockholders. All or any part of said capital stock may be paid for in cash, in property (other than stock or securities), or in labor or services at a fair valuation to be fixed by the Incorporators, or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

**ARTICLE IV
INITIAL CAPITAL**

The amount of capital with which this corporation shall begin

business shall be no less than One Thousand (\$1,000.00) Dollars.

ARTICLE V
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI
PRINCIPAL OFFICE

The following shall be the street address and the principal office of this corporation, but the corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at any such other place within or without the State of Florida that may be deemed expedient:

7310 Northwest 45 Court
Lauderhill, Florida 33319

ARTICLE VII
DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than nine (9), the number of the same to be fixed by the corporate By-Laws. Each of said Directors shall be of full age and at least one of them shall be a citizen of the United States. Any director may be removed without cause at any annual or special meeting of the Stockholders where a quorum is present, in person or by proxy, by the affirmative vote of a majority of the outstanding stockholders of the corporation entitled to vote at said meeting. Any officer of the corporation may be removed without cause at any annual or special meeting of the Board of Directors, where a quorum is present, in person or by proxy, by the affirmative vote of a

majority of the Directors present at said meeting.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The names and addresses of the initial Directors are:

Lawrence W. Morgan
7310 Northwest 45 Court
Lauderhill, Florida 33319

Lou Palazzo
7369 Northwest 34 Street
Lauderhill, Florida 33319

Wynton Isaacs
P.O. Box SS 6311
Nassau, Bahamas

Successors are elected and appointed and have qualified.

ARTICLE IX
SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation is as follows:

J. David Huskey, Jr., Esquire
2455 East Sunrise Boulevard
Ft. Lauderdale, Florida 33304

ARTICLE X
CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the officers of this corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other corporation; any Director individually, or any firm of which any Director may be a member or may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm so interested shall be disclosed

thereof, and any Director of this corporation who is also a Director or Officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or Officer of such other corporation or not so interested.

ARTICLE XI
INDEMNIFICATION

Every Director and every Officer of this corporation shall be indemnified by this corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party or to which he may become involved, or any appeal therein, by reason of his being or having been a Director or Officer of this corporation, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder in the case of an action or suit by or in the right of the corporation, such person shall be indemnified only to the extent of his expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement thereof and not for any judgments, fines or amounts paid in settlement.

ARTICLE XII
INITIAL REGISTERED AGENT AND OFFICE

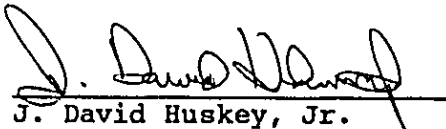
The name of the initial Registered Agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

| <u>Name</u> | <u>Address</u> |
|----------------------|---|
| J. David Huskey, Jr. | 2455 East Sunrise Boulevard Penthouse West Ft. Lauderdale, FL 33304 |

ARTICLE XIII
AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 21st day of June, 1995.


J. David Huskey, Jr.
Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

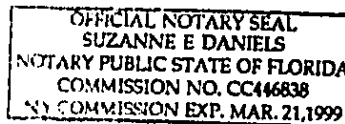
BEFORE ME, the undersigned authority, authorized to take acknowledgments in the state and county set forth above, personally appeared J. David Huskey, Jr., known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of

Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 21st day of June, 1995.

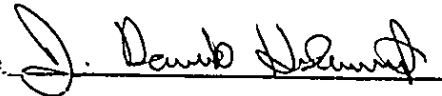

Notary Public

My Commission Expires:



Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Signature



Date 21 June 95

FILED
95 JUN 27 PM 3:27
SOUTHERN PINELAND
FALL RIVER, FLORIDA

JDH/sd
06/21/95
bahamas/art.inc
40522.04.001