

TROMBLEY, LOBOZZO, SCHOMMER, DISLER & ACCORSI
ATTORNEYS AT LAW

300 NORTH COMMERCE AVENUE, SEBRING, FLORIDA 33670
TELEPHONE (888) 865-5544 FAX (888) 865-2566

P95000053906

MICHAEL J. TROMBLEY, P.A.
Trial Practice General

JAMES V. LOBOZZO, Jr., P.A.
Trial Practice General

NICHOLAS G. SCHOMMER, P.A.
Trial Practice General
Criminal Law

MICHAEL M. DISLER
Real Property Law

ANTHONY A. ACCORSI
Mental Law
Trial Practice General

June 21, 1995

RECEIVED
-07/10/95--01041--003
***122.50 ***122.50

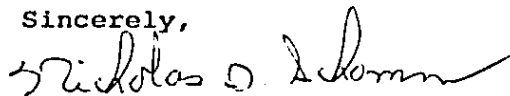
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

SUBJECT: SUNSHINE/SMITH INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above corporation and a check in the amount of \$ 122.50. Please return a Certified Copy of the Articles of Incorporation to me.

Sincerely,



Nicholas G. Schommer

NGS:dg

Enclosure-Original and (1) copy of the Articles of Incorporation.
cc: William A. Smith

SHARON L. TALA

JUL 13 1995

ARTICLES OF INCORPORATION
OF
SUNSHINE/SMITH, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: SUNSHINE/SMITH, INC.

ARTICLE II - PRINCIPLE OFFICE

The principal place of business and mailing address of this corporation shall be: 704 Summit Drive, Sebring, Florida 33870.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock.

ARTICLE IV - INITIAL REGISTERED AGENT & ADDRESS

The name and address of the initial registered agent is: William A. Smith, 704 Summit Drive, Sebring, Florida 33870.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: William A. Smith, 704 Summit Drive, Sebring, Florida 33870.

ARTICLE VI - DURATION

The period of this corporation duration shall be perpetual.

ARTICLE VII - PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VIII - AMENDMENT OF ARTICLES

This corporation, by its officers and/or its directors reserves the right to amend or appeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred on the share holders is subject to this reservation.

ARTICLE IX - DIRECTORS AUTHORITY TO FIX COMPENSATION

Director shall have the authority to fix the compensation unless otherwise provided in these Articles of Incorporation or by laws.

ARTICLE X - INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation or pursuant to the provisions of the Florida Business Corporation Act, now provided or as amended.

ARTICLE XI - INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent or file with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the board of directors.

ARTICLE XII - DIRECTOR CONFLICT OF INTEREST

No contract or other transaction between a corporation and one or more of its director, or between a corporation and any other corporation, firm, association, or other entity, in which one or more of its directors are directors or officers, or are financially

interested, shall be either void or voidable for this reason alone or reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by votes sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the share holders entitled to vote thereon, and such contract or transaction is approved by vote of the share holders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the share holders.

Common or interested director may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

The undersigned as executed these Articles of Incorporation this 6 day of June, 1995.

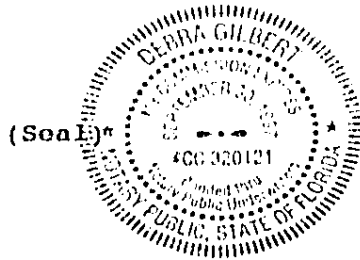

WILLIAM A. SMITH - INCORPORATOR

STATE OF FLORIDA
COUNTY OF HIGHLANDS

Before me, the undersigned authority, personally appeared WILLIAM A. SMITH to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and

before me that he executed such instrument.

6th IN WITNESS WHEREOF, I have hereunto set my hand and seal this
day of June, 1995.



NOTARY PUBLIC:

Debra Gilbert
PRINT NAME: DEBRA GILBERT
My Commission Expires:

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENTS/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered officer/registered agent, in the State of Florida.

1. The name of the corporation is: SUNSHINE/SMITH INC.
2. The name and the address of the registered agent and registered office is: WILLIAM A. SMITH, 704 SUMMIT DRIVE, SEBRING, FLORIDA 33870.

This 29 day of June, 1995.


WILLIAM A. SMITH - PRESIDENT

Having been named as registered agent and to except service of process for the above stated corporation at the place designated in this certificate, I hereby except 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 except the obligations of my position as registered agent.

This 29 day of June, 1995.


WILLIAM A. SMITH