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THIS INSTRUMENT PREPARED BY:
MAYNARD J. HELLMAN, ESQUIRE
FLORIDA BAR NO. 137411
1100 PONCE DE LEON BLVD.
CORAL GABLES, FLORIDA 33134
(305) 448-8282

95 AUG 29 PH 3: 16 SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

QF.

STINSHINE RAMPS INC.

T, the undersigned incorporator of this corporation under Florida Statute 607, as smended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation in:

SUNSHINE RAMPS INC.

The mailing address for the Corporation is: 1100 Ponce de Leon Blvd., Coral Gables, Fl 33134

ARTICLE_II

PURPOSE AND NATURE OF BUSINESS

The purposes of this corporation and general nature of the business to be conducted are as follows:

A. To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

ARTICLE III

DURATION OF CORPORATION

This corporation is to have perpetual existence commoncing on the date of execution and acknowledgment of these Articles of Incorporation.

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of Common Stock, each share having no par value.

ARTICLE_Y

INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Pive Hundred (\$500.00) Dollars.

ARTICLE_VI

FURCRIBERS

The name and address of the subscriber of these Articles of Incorporation and the number of chares he has elected to take are as follows:

ADDRESS

NUMBER OF SHARES

MAYNARD J. HELLMAN

1100 PONCE DE LEON BLVD. CORAL GABLES, FL 33134

100

ARTICLE VII

DIRECTORS

The initial number of Directors of this corporation shall be

one (1). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

ARTICLE VILL

INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and qualified, are:

NAME

ADDRESS

Jose M. Rey

13800 S.W. & Street Miami, Florida

Lissette Rey

13800 S.W. 8 Street Miami, Florida

ARTICLE IX

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 X

PREEMPTIVE RIGHTS

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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 XI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this. corporation is 1100 PONCE DE LEON BLVD., CORAL GABLES, FLORIDA, and the name of the initial Registered Agent of this corporation at that address is MAYNARD J. HELLMAN.

ARTICLE_XII

INDRIMITEICATION

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

DATED this 3 day of August, 1995.

MAYNARD J. C. MAN

STATE OF FLORIDA).
)SS
COUNTY OF DADE)

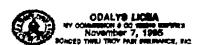
BEFORE ME, the undersigned authority, personally appeared MAYNARD J. HELLMAN, to me well known to be the person described in

and who executed the foregoing Certificate of Incorporation, and who acknowledged before me, according to law, that he made and subscribed the same for the purposes therein montioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, Dade County, Florida, this 27th day of August, 1995.

Notary Public (State of Florida at Large

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE TOR purposes of process within florida, naming agent upon Exposes MAY BE SERVED___ IN COMPLIANCE WITH SECTION 48.091, PLORIDA STATUTES, FOLLOWING IS SUBMITTED: FIRST, THAT SUNSHINE RAMPS INC. IS DESIRING TO ORGANIZE QUALIFY UNDER THE LAWS OF THE STATE OF PLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED MAYNARD J. HELLMAN, ESQUIRE, AT 1100 PONCE DE BOULEVARD, CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Having been named to succept services of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Title: Subscriber

Signature:

MAYNARD J. HELLMAN
(Registered Agent)

articles/i:\od

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