

P960000001880

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 96 JAN - 8 PM 12:40

AL JAN - 8 1995

| REQUEST | TAKEN | CONFIRMED | APPROVED |
|------------|-------|-----------|--------------|
| DATE _____ | _____ | _____ | _____ |
| TIME _____ | _____ | _____ | CK No. _____ |
| BY _____ | _____ | _____ | _____ |

WALK-IN NC 1-8
 Will Pick Up _____

RE: Sunset Colony Properties, inc

| | C.C. FEE. | DISBURSED |
|--|-----------|-----------|
| <input checked="" type="checkbox"/> Capital Express™ | _____ | _____ |
| <input checked="" type="checkbox"/> Art. of Inc. File | _____ | _____ |
| Corp. Record Search | _____ | _____ |
| Ltd. Partnership File | _____ | _____ |
| <input checked="" type="checkbox"/> Foreign Corp. File | _____ | _____ |
| () Cert. Copy(s) | _____ | _____ |
| Art. of Amend. File | _____ | _____ |
| Dissolution/Withdrawal | _____ | _____ |
| C U S- | _____ | _____ |
| Fictitious Name File | _____ | _____ |
| Name Reservation | _____ | _____ |
| Annual Report/Reinstatement | _____ | _____ |
| Reg. Agent Service | _____ | _____ |
| Document Filing | _____ | _____ |
| Corporate Kit | _____ | _____ |
| Vehicle Search | _____ | _____ |
| Driving Record | _____ | _____ |
| Document Retrieval | _____ | _____ |
| UCC 1 or 3 File | _____ | _____ |
| UCC 11 Search | _____ | _____ |
| UCC 11 Retrieval | _____ | _____ |
| File No.'s, Copies | _____ | _____ |
| Courier Service | _____ | _____ |
| Shipping/Handling | _____ | _____ |
| Phone () | _____ | _____ |
| Top Priority | _____ | _____ |
| Express Mail Prop. | _____ | _____ |
| FAX () pgs. | _____ | _____ |
| SUBTOTALS | _____ | _____ |

300001681243
 01208236-01008-010
 ***122.50 ***122.50

RECEIVED
 96 JAN - 8 AM 9:54
 DIVISION OF CORPORATIONS

| | |
|--------------------------------|----------|
| FEE..... | \$ _____ |
| DISBURSED..... | \$ _____ |
| SURCHARGE..... | \$ _____ |
| TAX on corporate supplies..... | \$ _____ |
| SUBTOTAL..... | \$ _____ |
| PREPAID..... | \$ _____ |
| BALANCE DUE..... | \$ _____ |
| | \$ _____ |

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -8 PM 12:40

**ARTICLES OF INCORPORATION
OF
SUNSET COLONY PROPERTIES, INC.**

The undersigned, acting as Incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is **SUNSET COLONY PROPERTIES, INC.** and the principal address for the corporation is **528 A. Street, Clermont, Florida 34711.**

ARTICLE II. DURATION

The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III. PURPOSE

The corporation is organized for the purposes of transacting any and all lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE IV. CAPITAL STOCK

The corporation is authorized to issue:

7,500 shares of common stock at par value of \$1.00 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 990 Lewis Drive, Winter Park, Florida 32789 and the name of the initial registered agent for the corporation at the address is Jeffrey A. Icardi.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially, who shall manage the corporation until such time as shares of stock in the corporation are duly issued. The name and address of the initial director of the corporation is:

**Steve Vessels
528 Eighth Street
Clermont, Florida 34711**

ARTICLE VII. INCORPORATOR

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

**Jeffrey A. Icardi
Post Office Box 879
Winter Park, Florida 32789**

ARTICLE VIII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

After such time as shares of stock in the corporation are duly issued, all corporate power, including the power to adopt, alter, amend or repeal by-laws, shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Shareholders of the corporation and its Officers pursuant to these Articles and existing By-laws.

ARTICLE IX. QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's By Laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE X. RESTRICTIONS ON TRANSFER OF CAPITAL STOCK

Unless otherwise provided in the Corporation's By Laws, no shares of the capital stock of this Corporation may be transferred without the prior approval of Corporation's Board of Directors.

ARTICLE XI. INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all

liabilities incurred directly, indirectly, or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5th day of January, 1996.



INCORPORATOR

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County stated above, personally appeared Jeffrey A. Icardi, who is personally known to me, 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 5th day of January, 1996.



NOTARY PUBLIC
My Commission Expires:



GLORIA L. LATOSKI
My Commission CC430062
Expires Mar 02, 1999
Bonded by HAI
800-422-1555

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

In pursuance of Section 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that SUNSET COLONY PROPERTIES, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at the City of Clermont, County of Lake, State of Florida, has named Jeffrey A. Icardi, located at 990 Lewis Drive, City of Winter Park, County of Orange, State of Florida, as its agent to accept service of process within this state.

BY: 

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated 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 said office.

BY: 

Registered Agent

96 JAN -8 PM 12:40

NOTARY PUBLIC
STATE OF FLORIDA