#### 417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224 8870 Sunset Mailing Address: Post Office Box 10349, Tallahassee, Ft. J2302 TOLL FREE No. 1-800-342-8062 FAX (904) 222-1222 C.C. FEE, Capital Express 14 NAME .... Alt. of Inc. File ... Corp. Record Senich FIRM \_\_\_ Lld. Partnorship Filo ... ADDRESS \_\_\_\_\_ Foreign Corp. File ( ) Cart. Copy(s) ... PHONE ( Art. of Amend, File Dissolution/Withdrawat CUS. Service: Top Priority\_ Regular, Ficilitious Name File One Day Service Two Day Service Name Reservation To us via \_ \_\_ Rotum vla \_ Annual Report/Reinstalement Reg. Agent Service Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_ Document Filling State Fee \$ \_\_\_\_\_ Our \$ \_ Corporate Kit Vohicle Search **Driving Record Document Retrieval** UCC 1 or 3 File UCC 11 Search UCC 11 Retileval Courler Service ... Shipping/Handling ... Phone ( ) Top Priority

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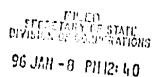
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# ARTICLES OF INCORPORATION OF SUNSET COLONY PROPERTIES, INC.

The undersigned, acting as incorporator of a Fiorida corporation under the Fiorida 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.

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.

NOTARY PUBLIC
My Commission Expires:



## 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

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