

P 96000011937

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

RE: Sun Enter-~~tainment~~
 Inc. 96 FEB -7 PM 2:55

SEC. O.G. FEE OF \$ PAID
 TALLAHASSEE, FLORIDA

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 \$ _____

- _____ Capital Express™
- Art. of Inc. File _____
- _____ Corp. Record Search _____
- _____ Ltd. Partnership File _____
- _____ Foreign Corp. File _____
- () Cert. Copy(s) photo _____
- _____ 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 Prep. _____
- _____ FAX () _____ pgs. _____

400001709244
 -02/07/96-01044-007
 *****70.00-*****70.00

RECEIVED
 96 FEB -7 AM 11:37
 DIVISION OF CORP JURATION

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

pl 2/7/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	<u>Jan</u>	_____	CK No. _____
BY	_____	_____	_____

WALK-IN 2/7 12:00
 Will Pick Up _____

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

ARTICLES OF INCORPORATION

FILED

96 FEB -7 PM 2:55

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUN ENTERTAINMENT, 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 is **SUN ENTERTAINMENT, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 4635 GRANADA BLVD., CORAL GABLES, FLORIDA 33146.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Louis M. Hillman-Waller, Esq., 901 Ponce de Leon Blvd. Suite 502, Coral Gables, FL 33134.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

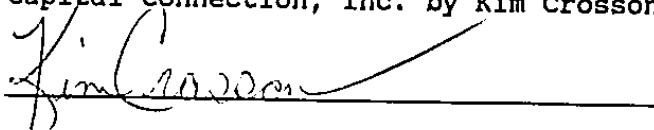
The name and address of each member of the initial Board of Directors of the corporation is:

PABLO BARBACHANO, 4635 GRANADA BLVD., CORAL GABLES, FL 33146.

RUTH RESENDIZ, 4635 GRANDA BLVD., CORAL GABLES, FL 33146.

The undersigned has executed these Articles of Incorporation this 7th day of February, 1996.

"Capital Connection, Inc. by Kim Crosson, Client Representative"



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: SUN

ENTERTAINMENT, INC.

2. The name and street address of the registered agent and office is: Louis M. Hillman-Walker

901 Ponce de Leon Blvd. Suite 502

Coral Gables, FL, 33134

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.

