

P96000018510

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 \$ _____

File 1st. please

96-4478
PA 2/28/96

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME nc _____ CK No. _____

BY _____

WALK-IN 2/28 12:00
Will Pick Up

STILES - GILLIS No. 52345
RE: Sunrise FILED

96 FEB 28 PM 1:38

SECURE OFFICE STATE DISBURSED
TALLAHASSEE, FLORIDA

☒ Capital Express™
☐ Art. of Inc. Filing
☐ Corp. Record Search
☐ Ltd. Partnership Filing
☐ Foreign Corp. Filing
☒ () Cert. Copy(s)

☐ Art. of Amend. Filing
☐ Dissolution/Withdrawal
☐ C U B.
☐ Fictitious Name Filing

400001-72689-4

-02/28/96--01011--017

****122.50 ****122.50

☐ Name Reservation
☐ Annual Report/Reinstatement
☐ Reg. Agent Service
☐ Document Filing

☐ Corporate KII
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval

☐ UCC 1 or 3 Filing
☐ UCC 11 Search
☐ UCC 11 Retrieval

☐ File No.'s, Copies
☐ Courier Service
☐ Shipping/Handling
☐ Phone ()

☐ Top Priority
☐ Express Mail Prop.
☐ FAX () pgs.

SUBTOTALS _____

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 Amount
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
96 FEB 28 PM 4:06
DIVISION OF CORPORATIONS

February 28, 1996

CAPITAL CONNECTION, INC.
P O BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: SUNRISE HARBOUR, INC.
Ref. Number: W96000004478

We have received your document for SUNRISE HARBOUR, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 596A00008709

CORRECTED.

ARTICLES OF INCORPORATION
OF

STILES - ELLIS, INC.

FILED

96 FEB 28 PM 4:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE 1

The name of the corporation shall be STILES - ELLIS, INC., a Florida corporation.

ARTICLE 2

This corporation shall have perpetual existence until dissolved by law.

ARTICLE 3

The general purpose of the corporation is to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE 4

The principal place of business and mailing address of this corporation shall be:

6400 North Andrews Avenue
Ft. Lauderdale, Florida 33309

ARTICLE 5

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand Shares (1,000) of common stock with a par value of ONE (\$1.00) Dollar per share.

Each Stockholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

(1) Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property, or leases thereof; or

(2) Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

ARTICLE 6

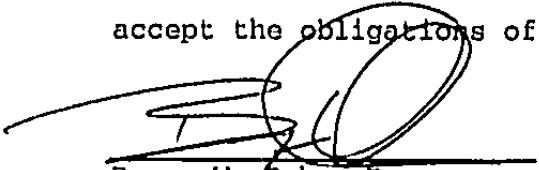
The name and address of the initial registered agent is:

Bryan W. Duke, Esq.

6400 North Andrews Avenue, 5th Floor

Ft. Lauderdale, Florida 33309

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.



Bryan W. Duke, Esq.
Registered Agent

ARTICLE 7

The number of Directors constituting the initial Board of Directors of the Corporation is one (1), and his name and address is as follows:

Terry W. Stiles

6400 North Andrews Avenue

Ft. Lauderdale, Florida 33309

ARTICLE 8

The name and address of the incorporator to these Articles of Incorporation is:

Bryan W. Duke, Esq.
6400 North Andrews Avenue, 5th Floor
Ft. Lauderdale, Florida 33309

ARTICLE 9

No contract or other transaction between the Corporation and any other corporation, and no act of the Corporation shall be affected in any way or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other corporation. Any Director individually, or any firm which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is related by virtue of such attribution, shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contact or transaction shall be taken; and any Director of the Corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contact or transaction, with like force and effect as if he were not such Director or officer of such other Corporation or not so interested.

ARTICLE 10

A. Stockholder Agreements: The Corporation and its Stockholders or the Stockholders among themselves, may enter into agreements, restricting the transferability or encumbrance of the stock of the Corporation. Such agreements may confer upon the Corporation or the Stockholders, or both an option of first refusal or mandatory purchase in the event of such transfer or encumbrance. Such agreements may include such restrictions during the lifetime or upon the death or legal incompetence of any Stockholder. Nothing in the Articles of Incorporation or the By-Laws shall be construed to authorize a transfer of such stock upon the books of the Corporation in violation of such agreements.

B. Indemnification of Directors and Officers. The Corporation shall indemnify any Director or Officer who by virtue of his being a Director or Officer of this Corporation, is made a party to any action or proceeding, except when such Director or Officer is adjudicated guilty of malfeasance in the discharge of his duties to the Corporation. Indemnification shall be for all reasonable expenses incurred as a result of such action or proceeding.

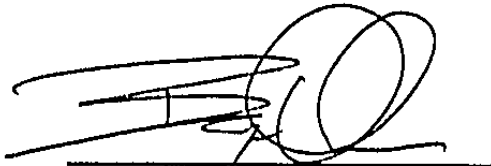
C. Director's Liability: No Director shall be liable to the Corporation for any loss or damage suffered on account of any action taken or omitted in good faith, if such Director exercised the same degree of care that a prudent man would have exercised in the conduct of his own affairs. In any action or proceeding brought by or on behalf of the Corporation against a Director, which results in a decision in favor of the Director, the

Corporation shall reimburse, the Director for all reasonable expenses incurred by him in the course of 056 FEB 28 4 PM 1976 or proceedings.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 11

These Articles of Incorporation may be amended upon approval by a vote of Fifty-One percent (51%) of the stock entitled to vote at a duly called shareholders meeting.



Bryan W. Duke, Esq.
Incorporator and Registered Agent

Dated: February 27, 1976