

P96000079310

September 13, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Incorporation Filing


Dear Sirs;

Enclosed please find the original and one (1) copy of the Articles of Incorporation of SunRay Sales, Inc. along with a check in the amount \$122.50 for filing fees of:

SunRay Sales, Inc.
5408 Struthers Road
Winter Haven, FL 33884
(941) 324-1022

Thank you in advance for your cooperation in and attention to this matter.

Sincerely Yours;
SunRay Sales, Inc.


Bruce E. Hughart
President

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Enclosures

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SEP 24 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SUNRAY SALES, INC.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being a natural person of the age of twenty-one (21) years or more and a subscriber to the shares of the Corporation to be organized hereunder, for the purpose of forming a corporation under Fla. Stat. Ch. 607, as amended, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is SunRay Sales, Inc.

ARTICLE II

The street address of the initial registered office and the principal office of the corporation shall be 5408 Struthers Road, Winter Haven, FL 33884, and the mailing address shall be 5408 Struthers Road, Winter Haven, FL 33884, and the name of the initial registered agent at that address shall be Bruce E. Hugart.

ARTICLE III

The capital stock of the Corporation will consist of 1,000 shares of common stock, par value \$1.00 per share.

ARTICLE IV

The name and address of the incorporator is as follows:

<u>NAME</u>	<u>RESIDENCE</u>
Bruce E. Hughart	5408 Struthers Road Winter Haven, FL 33884

ARTICLE V

The Board of Directors of the Corporation shall consist of not less than one (1) and not more than five (5) persons who shall be elected at the first meeting of the stockholders, but the directors need not be stockholders. The property and business of the Corporation shall be managed and controlled by the Board of Directors. The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected or appointed and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Bruce E. Hughart	5408 Struthers Road Winter Haven, FL 33884

ARTICLE VI

The nature of the business and the objects and purposes for which the Corporation is formed and which may be transacted, prompted, promoted and carried on by the Corporation are to do any and all business permitted under the laws of the State of Florida.

ARTICLES VII

The By-Laws of this Corporation may be amended, altered or repealed by the Board of Directors.

ARTICLE VIII

The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

ARTICLE IX

Any person, upon becoming the owner or holder of any shares of stock or other securities, issued by this Corporation, does hereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of the United States which have reference to or affect corporations, such securities, or such person if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

ARTICLE X

Each director or officer, or former director or officer of this Corporation and his legal representatives, shall be indemnified by the Corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him as a result of any action, suit, proceeding or claim in which he is made a part by reason of his being or having been such director or officer; and any person who, at the request of this Corporation, served as director or officer of another corporation in which this Corporation owned corporate stock, and his legal representative, shall in like manner be indemnified by this Corporation; provided, that in neither case shall the Corporation indemnify such director or officer with respect to any matters in which he shall be finally adjudged in any such action, suit, or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein

provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, or proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors shall have first approved such proposed compromise settlement and determined that the officer or director involved was not guilty of negligence or misconduct; but, in taking such action, any director involved shall not be qualified to vote thereon, and if for this reason the Board cannot be obtained to vote such matter, it shall be determined by a committee of three persons appointed by the shareholders at a duly called special meeting or a regular meeting. In determining whether a director or officer was guilty of negligence or misconduct in relation to any such matter, the Board of Directors or committee appointed by the shareholders, as the case may be, may rely conclusively upon an opinion of independent counsel selected by such Board or committee. The right of indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

ARTICLE XI

No holder of common share of the Corporation shall be entitled of right to subscribe for, purchase or receive any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debenture, or other securities convertible into stock of any class, and all such additional shares of stock, bonds, debenture or other securities convertible into stock may be issued and disposed of by the Board of Directors to such person or persons and on such terms and for such consideration (so far as may be permitted by law) as the Board of Directors, in their absolute discretion, may deem advisable.

IN WITNESS WHEREOF, I have hereunto set my hand of September 13, 1996.


Incorporator

ACKNOWLEDGMENT

The foregoing instrument was acknowledged before me in POLK County, Florida, on September 13, 1996 by Bruce E. Hughart, who is personally known to me.




Notary Public
My commission expires: 12-27-98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 13, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

The name of the corporation is: SunRay Sales, Inc.
5408 Struthers Road
Winter Haven, FL 33884

The name and address of the registered agent and office is:

Bruce E. Hughart
5408 Struthers Road
Winter Haven, FL 33884

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.


Bruce E. Hughart

9-16-96
Date