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O: DIVISION OF CORPORATIONS

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AME: SUNSET HOME, INC.

AUDIT NUMBER.....H96000013557

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Morham**  
 Secretary of State

September 27, 1996

**EMPIRE**

**SUBJECT: SUNSET HOME, INC.**  
**REF: W96000020494**

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

Section 607.0120(4), 617.01201, or 608.4081, Florida Statutes, requires all corporate documents to be typewritten or printed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Dana Calloway  
 Document Specialist

FAX Aud. #: W96000013557  
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**ARTICLES OF INCORPORATION  
OF**

**SUNSET HOME, INC.**

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

**ARTICLE I**

**Name**

The name of the corporation is:

**SUNSET HOME, INC.**

**ARTICLE II**

**Existence**

The corporation's existence shall commence upon the date of the filing of these Articles of Incorporation.

**ARTICLE III**

**Purpose**

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

Prepared By:  
Hammel & Associates, P.A.  
Southpark Center, Suite 202  
12651 South Dixie Highway  
Miami, Florida 33156  
305-234-8596  
Florida Bar No.: 981842

Prepared by:  
Hammel & Associates, P.A.  
Southpark Center # 202  
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Florida Bar No. 981842  
Kenneth J. Hammel, Esq.

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#### ARTICLE IV

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##### Authorized Capital

The corporation is authorized to issue 100 shares of common stock, with a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services either actually performed for the corporation or in exchange for a written promise to perform services in the future, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

#### ARTICLE V

##### Address

The address of the principal office of the corporation, and its mailing address, is 8275 SW 196th Terrace, Miami, Florida, 33157.

#### ARTICLE VI

##### Registered Office and Agent

The street address of the corporation's initial registered office is Southpark Center, Suite 202, 12651 South Dixie Highway, Miami, Florida 33156. The name of the initial registered agent at such office is Kenneth J. Hamel.

#### ARTICLE VII

##### Directors

The corporation shall have one (1) director initially. The number of directors constituting the Board of Directors shall be not less than one (1) nor more than five (5) persons. Initially, the corporation shall have one (1) director. The names and addresses of the initial members of the Board of Directors is as follows:

Name  
Frank Karr

Address  
8275 SW 196th Terrace  
Miami, Florida 33157

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## ARTICLE VIII

### Amendments

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

## ARTICLE IX

### Officers

This corporation shall have a President who shall at all times be a member of the Board of Directors, a Secretary, a Treasurer and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the shareholders. The names of the officers who are to serve until the first election are:

Frank Karr  
Frank Karr  
Frank Karr

President  
Treasurer  
Secretary

## ARTICLE X

### Bylaws

The corporation's board of directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith or with shareholder agreements, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

## ARTICLE XI

### Meetings

Any action required or permitted by law to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted.

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Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented on writing or who are not entitled to vote on the action.

Any action required or permitted by law to be taken at a board of directors' meeting or committee meeting may be taken without a meeting if the action is taken and consented to in writing by all the members of the board or committee.

## ARTICLE XII

### Indemnification

This corporation shall indemnify every person who is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he or she is or was a director or officer of this corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, (except in cases involving gross negligence or wilful misconduct in the performance of his or her duties), to the full extent permitted by applicable law. Such indemnification may, in the discretion of the board of directors, include advances of his or her expenses in advance of final disposition subject to the provisions of applicable law. The right of indemnification herein provided shall not be exclusive or other rights to which any person may now or hereafter be entitled as a matter of law.

## ARTICLE XIII

### Incorporator

The name and address of the incorporator of the corporation Kenneth J. Hamel, Esq., Southpark Center, Suite 202, 12651 South Dixie Highway, Miami, Florida 33156.

## ARTICLE XIV

### Preemptive Rights

The corporation elects to have preemptive rights to acquire the corporation's unissued shares upon the decision of the board of directors to issue them.

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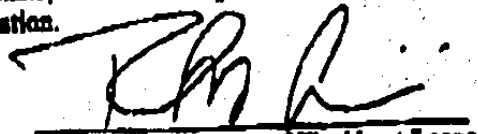
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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24<sup>th</sup> day of September, 1996.

  
Kenneth J. Hamel

STATE OF FLORIDA     )  
                              ) ss.  
COUNTY OF DADE     )

THE FOREGOING INSTRUMENT was acknowledged before me this 24<sup>th</sup> day of September, 1996, by KENNETH J. HAMEL, who is either personally known to me or has produced a Florida Driver's License as identification.

  
Notary Public, State of Florida at Large  
Commission No. \_\_\_\_\_



ROBERT M. ADAMS  
My Commission #0000000  
Expires Jan 10, 1998  
Bonded by F&M  
900-427-1222

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned 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 Sunset Home, Inc.
2. The name and address of the registered agent and office is:

Hamel & Associates, P.A.  
Kenneth J. Hamel, Esq.  
Southpark Center, Suite 202  
12651 South Dixie Highway  
Miami, FL 33156

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SIGNATURE

TITLE

DATE

*[Signature]*  
Incorporator  
9/24/96

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.

SIGNATURE

DATE

*[Signature]*  
9/24/96

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