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FREEDMAN & VEREBAY, P.A. FILED

190 N.E. 190 STREET • SUITE 204

NORTH MIAMI BEACH, FLORIDA 33179 96 OCT 28 PM 12:23

BRUCE H. FREEDMAN  
BOARD CERTIFIED CIVIL TRIAL  
LAYNE VEREBAY

ARTHUR DROTZEL, OF COUNSEL

SUSAN W. FREEDMAN, R.N.  
PARALEGAL

DADE: (305) 631-0075  
SECRETARY OF STATE BROWARD: (954) 920-9119  
TALLAHASSEE, FLORIDA FAX: (305) 631-5979

October 24, 1996

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

500001987995--1  
-10/29/96--01043--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Rise & Shine Support Company

Dear Sir:

Enclosed please find the articles of incorporation for the above referenced corporation and my check in the sum of \$70.00.

Please be advised that I do not want a certified copy.

Very truly yours,

Layne Verebay

LV/jc  
Enclosure

OK 10/29/96

ARTICLES OF INCORPORATION

OF

RISE & SHINE PRODUCTION SUPPORT COMPANY

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of this corporation is:  
RISE & SHINE PRODUCTION SUPPORT COMPANY

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida. The principal place of business is:

5722 Jefferson Street  
Hollywood, FL 33023

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock of one class only with a par value of one dollar (\$1.00) per share.

The consideration to be paid for each share shall be payable in lawful money or property, labor or service.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence commencing upon the filing of these articles.

**ARTICLE V - RESIDENT AGENT AND INITIAL RESIDENT OFFICE**

The Resident Agent and the street address of the initial Resident Office of this corporation in the State of Florida shall be:

LAYNE VEREBAY  
190 N.E. 199th Street  
Suite 204  
North Miami, Florida 33179

The Officers of this corporation may from time to time move the Registered Office to any other address in the State of Florida.

**ARTICLE VI - BOARD OF DIRECTORS**

The number of members of the initial Board of Directors shall be one. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the shareholders but shall never be less than one. The name and address of initial Director is:

Joe Holley  
5722 Jefferson Street  
Hollywood, FL 33023

**ARTICLE VII - OFFICERS**

The names and addresses of the initial officers of this corporation are:

President:

Joe Holley  
5722 Jefferson Street  
Hollywood, FL 33023

Treasurer:

Joe Holley  
5722 Jefferson Street  
Hollywood, FL 33023

Secretary:

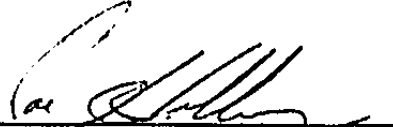
Joe Holley  
5722 Jefferson Street  
Hollywood, FL 33023

**ARTICLE VIII - INCORPORATORS**

The name and address of the person signing these articles is:

Joe Holley  
5722 Jefferson Street  
Hollywood, FL 33023

IN WITNESS WHEREOF, I have hereunto set my hand and seal this  
24th day of October, 1996.

  
Joe Holley, President, Secretary,  
Treasurer and Incorporator

STATE OF FLORIDA     )  
                              ) SS  
COUNTY OF DADE     )

I HEREBY CERTIFY that before me, the undersigned authority,  
personally appeared JOE HOLLEY to me known to be the person  
described in and who executed the foregoing articles of  
incorporation, and acknowledges before me that said person  
subscribed to those articles of incorporation for the uses and  
purposes therein expressed.

WITNESS my hand and official seal in the county and state last  
aforesaid this 24th day of October, 1996.

  
NOTARY PUBLIC STATE OF FLORIDA  
AT LARGE

MY COMMISSION EXPIRES:



JACQUELINE COTTER  
My Comm Exp. 10/04/2000  
Bonded By Service Inc  
No CC556849  
[] Personally Known [] Other I.D.

ACCEPTANCE OF APPOINTMENT AND  
AGREEMENT TO ACT AS RESIDENT AGENT FOR  
RISE & SHINE PRODUCTION SUPPORT COMPANY

FILED

OCT 28 11:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, LAYNE VEREBAY, have been nominated to act in the capacity of RESIDENT AGENT, to the above named Florida Corporation, and to accept service of process and other legal process on behalf of the said corporation, and do agree to serve in that capacity until further notice is served upon the Secretary of State.

My address for which service can be effected is:

190 N.E. 199th Street  
Suite 204  
North Miami, Florida 33179

ACCEPTED this 24th day of October, 1996.

  
\_\_\_\_\_  
LAYNE VEREBAY