



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 224596 81369A

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 122.50

ORDER DATE : January 16, 1997

ORDER TIME : 11:21 AM

ORDER NO. : 224596-010

EFFECTIVE DATE

CUSTOMER NO: 81369A

1-9-97

CUSTOMER: J. Edward Weber, Esq
J. EDWARD WEBER, , P.A.

900002061049--0

Suite 3
1620 Main Street
Sarasota, FL 34236

DOMESTIC FILING

NAME: SUNSET LODGE INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

FILED
97 JAN 16 AM 11:50
SECRET
TALLAHASSEE, FLORIDA

RECEIVED
97 JAN 16 PM 2:51
DIVISION OF CORPORATION

KR
1-22-97
11:54 am

ARTICLES OF INCORPORATION
OF
SUNSET LODGE CORPORATION

RECEIVED
1-9-97

FILED
97 JAN 16 AM 11:50
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 I

The name of the corporation shall be SUNSET LODGE CORPORATION.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is one thousand shares. All such shares shall be of a single class, designated as common. All shares shall be no par value shares.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution. At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning

of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation but shall never be fewer than one. The initial director is: Alastair Robertson, 1765 Dawn Street, Sarasota, FL 34231.

ARTICLE X

The initial registered agent of the corporation is Alastair Robertson. His address is 1765 Dawn Street, Sarasota, FL 34231.

ARTICLE XI

The principal place of business and mailing address of this corporation, and the corporation's registered office are:
1765 Dawn Street, Sarasota, FL 34231.


ARTICLE XII

The corporation shall commence existence on January 9, 1997, and continue until dissolved as provided by law.

ARTICLE XIII

The name and address of the incorporator to these Articles of Incorporation are J. Edward Weber, 1620 Main Street, Suite 3, Sarasota, FL 34236.

The undersigned incorporator has executed these Articles of Incorporation this 9th day of January, 1997.


J. Edward Weber, Incorporator

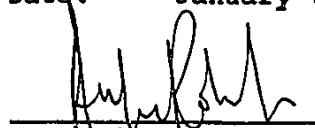
CONSENT TO SERVE AS REGISTERED AGENT

FOR

SUNSET LODGE CORPORATION

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: January 8, 1997



Alastair Robertson
Registered Agent

FILED
97 JAN 16 AM 11:50
SECRET
TALLAHASSEE, FLORIDA