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CONTACT: DEBRA H CHRYSTIE
PHONE: (305) 462-3300

ACCT#: 076067004147

FAX #: (305) 763-2439

NAME: SUNSHINE EXCHANGE INC.

AUDIT NUMBER.....H97000001583

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ENGLISH, McCAUGHAN & O'BRYAN, P.A.
FIRST FORT LAUDERDALE PLACE
100 N.E. THIRD AVENUE, SUITE 1100
FORT LAUDERDALE, FLORIDA 33301-1146
Telephone (954) 462-3300
From Miami (305) 947-1052 or (305) 944-1015
Telecopier (954) 763-2439

Mailing Address: P.O. Box 14098
Fort Lauderdale, Florida 33302-4098

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FROM: Debra H. Chrystie
REGARDING OUR FILE NAME: Sunshine Exchange/General
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**ARTICLES OF INCORPORATION
OF
SUNSHINE EXCHANGE, INC.
A FLORIDA CORPORATION**

The undersigned, acting as Incorporator of SUNSHINE EXCHANGE, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is SUNSHINE EXCHANGE, INC. and the street address of the initial principal office of the Corporation is 18901 Northeast 5 Avenue, Miami, Florida 33179.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue 100,000 shares of \$0.01 par value Common Stock.

**PREPARED BY: Jonathan J. Lichtman, Esquire
100 N.E. 3 Avenue, Suite 1100
Fort Lauderdale, FL 33301
(954) 462-3300
Florida Bar No. 717053**

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301 and the name of the Initial Registered Agent of the Corporation at that address is EMO Corporate Services, Inc.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one Director to hold office until the first Annual Meeting of Shareholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be fewer than one. The name and address of the initial Director of the Corporation is Brian S. Campbell, 18901 Northeast 5 Avenue, Miami, Florida 33178.

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is Jonathan J. Lichtman, 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24th day of January, 1997.



JONATHAN J. LICHTMAN, Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for SUNSHINE EXCHANGE, INC., at the place designated in the foregoing Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

EMO CORPORATE SERVICES, INC.,
Initial Registered Agent

Dated: January 24, 1997

By: Debra H. Chryste
DEBRA H. CHRYSTE,
Assistant Secretary

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