

Feb-14-97 19:19 SHAPO, FREEDMAN & FLETCHER (305) 358-4440

SUNRAY-1

February 14, 1997

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: SHAPO, FREEDMAN & FLETCHER, P.A.
CONTACT: HOWARD A COHEN
PHONE: (305)358-4440

ACCT#: 105642002365

FAX #: (305)358-0521

NAME: SUNRAY USA, INC.

AUDIT NUMBER.....H97000002744

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 5

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

Don
2/17/97

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ARTICLES OF INCORPORATION

OF

SUNRAY USA, INC.

I, the undersigned, for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge, and file the following Articles of Incorporation:

ARTICLE 1.

NAME

The name of this corporation shall be:

Sunray USA, Inc.

ARTICLE 2.

COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of execution of these Articles of Incorporation by the incorporator. This corporation's duration shall be perpetual.

ARTICLE 3.

AUTHORITY

This corporation shall have the authority to engage in any activity or business permitted under the laws of the United States and of the State of Florida and any other jurisdiction wherein it may conduct business.

Prepared by:
Howard Allen Cohen, Esq.
Florida Bar N° 190281
Shapo, Freedman & Fletcher, P.A.
200 S. Biscayne Boulevard, Suite 4750
Miami, Florida 33131-2352
Tel.: (305) 358-4440
Fax: (305) 358-0521

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**ARTICLE 4.
CAPITAL STOCK**

This corporation shall have the authority to issue the following shares of par value common capital stock:

Number of Shares	100
Par Value Each	\$0.10

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, or any combination of the foregoing or such other consideration allowable by law.

Each share of common stock of this corporation shall entitle the holder thereof to one vote upon each proposal presented at lawful meetings of the stockholders. No holder of common stock of this corporation shall be entitled to any right of cumulative voting.

**ARTICLE 5.
INITIAL ADDRESS**

The initial street and mailing address of the principal office of this corporation is 4706 S.W. 74th Avenue, Miami, FL 33155.

The Board of Directors may, from time to time, move the principal office to any other address to which it seems pertinent in the interest of the corporation, either within or without the State of Florida.

**ARTICLE 6.
REGISTERED AGENT & OFFICE**

This corporation's initial registered agent and the address of this corporation's initial registered office shall be:

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SOUTH FLORIDA REGISTERED AGENTS, INC.
200 South Biscayne Boulevard
4750 Southeast Bank Building
Miami, Florida 33131

The Board of Directors may, from time to time, move the registered office to any other address to which it seems pertinent in the interest of the corporation within the State of Florida.

**ARTICLE 7.
DIRECTORS**

This corporation shall have three directors. Directors need not be a citizen of the United States of America.

**ARTICLE 8.
INITIAL DIRECTOR**

The names and street addresses of the first directors shall be as follows:

Ray H. Cadwell
4706 S.W. 74th Avenue
Miami, FL 33155

Esteban A. Genao
4706 S.W. 74th Avenue
Miami, FL 33155

Luis A. Gonzalez
4706 S.W. 74th Avenue
Miami, FL 33155

The initial directors shall hold office until the first annual meeting of the shareholders or until their successors shall be duly elected or appointed and qualified.

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ARTICLE 9. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

HOWARD ALLEN COHEN, ESQ.
Shapo, Freedman & Fletcher, P.A.
200 South Biscayne Boulevard, Suite 4750
Miami, FL. 33131

ARTICLE 10. PREEMPTIVE RIGHTS

Every shareholder of the Corporation shall have the right to acquire, any unissued or treasury shares of this corporation convertible into or carrying a right to subscribe to or acquire shares, to the extent of his pro rata interest, at the price and upon the terms at which such shares or securities may be offered to others.

ARTICLE 11. MISCELLANEOUS

a. The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the stockholders or the directors. The stockholders may amend, alter or repeal by Bylaw adopted by the stockholders, and the directors may not adopt Bylaws that would be in conflict with the Bylaws adopted by the stockholders.

b. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director in person at any meeting of the Board of Directors, shall conclusively be deemed to have received proper notice of such meeting unless he shall make objections at such meeting to any defect or insufficiency of notice. Members of the Board of Directors shall be deemed present at a meeting of such Board of Directors if a conference telephone or similar communication equipment is used by means of which all persons participating in the meeting can hear each other.

c. Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include

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attorneys' fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceeding to have been derelict in the performance of this duty as such officer or director.

I, THE UNDERSIGNED, being the Subscriber to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly, hereunto set my hand and seal this 14 day of February, 1997.



Howard Allen Cohen

ACCEPTANCE BY REGISTERED AGENT

We, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agree to act in this capacity, and we are familiar with, and accept, the obligations of this position and further agree to comply with the provisions of all statutes relative to the proper and complete performance of our duties.

SOUTH FLORIDA REGISTERED
AGENTS, INC., a Florida corporation

By: 

David A. Freedman

Title: Vice PresidentDate: February 14, 1997

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APPROVED
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TALLAHASSEE, FLORIDA