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HONIG, KAPLAN & TOLCHINSKY  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

GARY D. HONIG\*  
S. RICHARD KAPLAN  
LAWRENCE S. TOLCHINSKY

TELEPHONE: (954) 456-3903  
FACSIMILE: (954) 456-1888

February 25, 1997

OF COUNSEL  
STEVEN M. HONIG†  
\* ALSO ADMITTED IN MA.  
† ADMITTED IN N.J. ONLY

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

800002101658--1  
-02/28/97--01129--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: SUNBREEZE, INC. and FORBES REAL ESTATE COMPANY, INC.

Dear Sir/Madam:

In connection with the filing of the above-referenced corporations enclosed please find the following:

1. Original Articles of Incorporation;
2. Check of Honig, Kaplan & Tolchinsky in the amount of \$140.00 to cover filing fees for the two (2) corporations.

Please return the appropriate copies to the above address and contact the undersigned immediately should there be any problems with the filing. Thank you for your cooperation.

Sincerely,

HONIG, KAPLAN & TOLCHINSKY

Gary D. Honig  
For the Firm

GDH/cm  
Enclosures

FILED  
97 FEB 28 AM 10:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
8/5/97

ARTICLES OF INCORPORATION  
OF  
SUNBREEZE MORTGAGE, INC.

ARTICLE I  
NAME

The name of the Corporation is SUNBREEZE MORTGAGE, INC.

ARTICLE II  
PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III  
STOCK

This Corporation is authorized to issue 1,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE IV  
REGISTERED AGENT

The street address of the initial registered office of this Corporation is 1250 E. Hallandale Beach Blvd., Penthouse, Hallandale, Florida 33009 and the name of the initial registered agent at that address is Gary D. Honig, Esq.

ARTICLE V  
DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The name and address of the initial director of this Corporation is:

Irene Reed  
Honig, Kaplan & Tolchinsky  
1250 E. Hallandale Beach Blvd., Penthouse  
Hallandale, Florida 33009

ARTICLE VI  
INCORPORATOR

The name and address of the incorporator of this Corporation is:  
Gary D. Honig, Esq.  
1250 E. Hallandale Beach Blvd.  
Penthouse  
Hallandale, FL 33009

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TALLAHASSEE, FLORIDA

**ARTICLE VII  
ADDRESS**

The principal office and mailing address of the Corporation is:  
1250 E. Hallandale Beach Blvd.  
Penthouse  
Hallandale, FL 33009

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TALLAHASSEE, FLORIDA

**ARTICLE VIII  
INDEMNIFICATION**

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

**ARTICLE IX  
PERPETUAL EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25th day of February, 1997.

  
GARY D. HONIG, ESQ. Incorporator

**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.

  
GARY D. HONIG, ESQ., Registered Agent