

P970000399 66

April 9, 1997

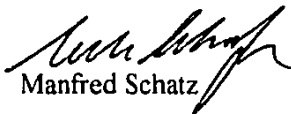
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*****122.50 *****122.50

Florida Dept. of State
Bureau of Corp.
P.O. Box 6327
Tallahassee, Fl
32301

Sec of State,

Enclosed are the Articles of Incorporation and filing fee of \$122.50 for Sun Power Reality Inc. If there are any questions please do not hesitate to contact me at (941-369-8888).

Sincerely,


Manfred Schatz



FLORIDA GULF INVESTMENT, INC.
Developer • Investments • Consulting • Licensed Real Estate Broker

USA
PO Box 151
1140 Lee Blvd., Suite 103
Lehigh, Florida 33936

GERMANY
Krapfstr. 23
70180 Stuttgart
Germany

FILED
97 MAY -6 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W97-9013
Bm 4/17/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 17, 1997

MANFRED SCHATZ
FLORIDA GULF INVESTMENT, INC.
P.O. BOX 151
LEHIGH, FL 33936

SUBJECT: SUNPOWER REALTY, INC.
Ref. Number: W97000009013

We have received your document for SUNPOWER REALTY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Becky McKnight

Letter Number: 097A00019654

ARTICLES OF INCORPORATION

The undersigned subscriber(s) to these Articles of Incorporation, competent to contract, hereby associates and forms a corporation under the laws of the State of Florida.

ARTICLE I.

The name of this corporation is : SUNPOWER REALTY, INC.

ARTICLE II.

The general nature of the business to be transacted by this corporation is to enter into.

REAL ESTATE, CONSULTING,

ARTICLE III.

The maximum number of shares of stock with which this corporation is authorized to have outstanding at any time is:

50 Shares of \$ 1.00 par value

ARTICLE IV.

This corporation shall have perpetual existence.

ARTICLE V.

The street address of the initial registered office of this corporation is

Manfred E. Schatz

and the name of the initial registered agent of this corporation at that address is : 1140 Lee Blvd., #103, Lehigh, Fl. 33936

ARTICLE VI.

This corporation shall have one director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one.

FILED
97 MAY -6 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name(s) and the address(es) of the initial director(s) of this corporation is (are):

<u>M. E. Schatz</u>	<u>P/D/S</u>	<u>1140 Lee Blvd., #103, Lehigh, Fl. 33936</u>
<u>Peter J. Haigis</u>	<u>T</u>	<u>1140 Lee Blvd., #103, Lehigh, Fl. 33936</u>
_____	_____	_____

ARTICLES VII.

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

<u>M. E. Schatz</u>	<u>INCORPORATOR</u>	<u>1140 Lee blvd., #103, Lehigh, Fl. 33936</u>
_____	_____	_____
_____	_____	_____

ARTICLES VIII.

Every shareholder, upon sale for cash of any new stock of this corporation of that same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLES IX.

The Articles of Incorporation may be amended. Each amendment shall be approved by the Board of Directors and proposed to them by the Stockholders and approved at the Stockholders meeting by a majority of the stock entitled to vote thereon, or all of the stockholders may evidence their written approval, and that an instrument thereof may be made.

IN WITNESS WHEREOF, the undersigned subscriber has executed these
Articles of Incorporation this 9th day of April,
19 97.

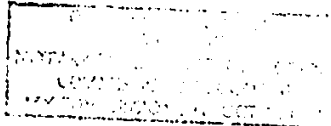
STATE OF)
COUNTY OF)

BEFORE ME, the undersigned authority, authorized to take
acknowledgements in the State and County set forth above, personally
appeared M. E. Schatz
known to me and known by me to be the person(s) who executed the
foregoing Articles of Incorporation, and he (they) acknowledged before
me that he (they) executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the State and County aforesaid, this 9th
day of April, 1997.

Rita J. Harris
Notary Public

My commission Expires:



CERTIFICATE DESIGNATING REGISTERED PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted,
in compliance with said Act:

First -- That SUNPOWER REALTY, INC.

desiring to organize under the laws of the State of Florida with its principal office,
as indicated in the Articles of Incorporation at 1140 Lee Blvd., #103

Lehigh, County of LEE

State of Florida has named M.E. Schatz located at 1140 Lee Blvd., #103

Street Address, Post Office Box not acceptable)
City of Lehigh, County of LEE

State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT (MUST BE SIGNED BY DESIGNATED AGENT).

Having been named to accept service of process for the above stated
corporation, at place designated in this certificate, I hereby accept to act
in this capacity, and agree to comply with the provision of said Act relative
to keeping open said office.

BY:

Rich Schatz, President INCORPORATOR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAY -6 AM 8:42

FILED