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May 23, 1997

Office of the Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL. 32314

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-05/27/97--01087--009  
\*\*\*\*122.50 \*\*\*\*122.50

Re: SUNSHINE BENEFIT SERVICES, INC.

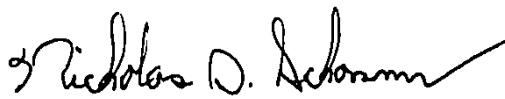
Dear Sir or Madam:

Enclosed, pertaining to the above, are the following:

1. Articles of Incorporation (original and one copy);
2. Check in the amount of \$122.50 covering filing fees, etc.

It would be appreciated if you would file the original Articles and return a certified copy to the undersigned at your first opportunity. Thank you for your prompt attention to this request.

Sincerely,

  
NICHOLAS G. SCHOMMER

EFFECTIVE DATE  
6-2-97

NGS:dg  
Enclosures  
CC: Client

(4)

DP 5/29

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 27 AM 11:09

EFFECTIVE DATE  
6-2-97

SECRET. FILE  
DIVISION OF CORPORATIONS  
97 MAY 27 AM 11:09

ARTICLES OF INCORPORATION  
of  
**SUNSHINE BENEFIT SERVICES, INC.**

The undersigned, acting as Incorporator(s) of a corporation under the Florida General Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

1. **NAME.** The name of this corporation is **SUNSHINE BENEFIT SERVICES, INC.** and the street address of the initial principal address is 9100 Coral Way, Suite 8, Miami, Florida 33165.

2. **DURATION:** The existence of the Corporation shall begin on June 2, 1997 and the period of its duration is perpetual.

3. **PURPOSE:** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. **CAPITAL STOCK:** The corporation is authorized to issue 100 shares, all of one class, at \$1.00 par value.

5. **INITIAL REGISTERED OFFICE AND AGENT:** The name and address of the initial registered agent and office of this corporation is as follows:

FRED J. SANDLIN  
5606 US 27 NORTH  
SEBRING, FLORIDA 33872

6. **INITIAL BOARD OF DIRECTORS:** This corporation shall have Three (3) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than Three (3).

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
PRESIDENT: MARTIN E. URRRA	9100 Coral Way, Ste.8, Miami, FL 33165
VICE PRESIDENT: FRED J. SANDLIN	5606 US 27 No. Sebring, FL 33872
SECRETARY: FRANCISCO J. DIAZ' POU	9100 Coral Way, Ste.8, Miami, FL 33165

TREASURER: FRANCISCO J. DIAZ' POU 9100 Coral Way, Ste.8, Miami,FI 33165

7. **INCORPORATORS:** The name(s) and addresse(s) of the Incorporator(s) signing these Articles of Incorporation are:

NAME

ADDRESS

FRED J. SANDLIN

5606 US 27 No. Sebring, FL 33872

8. **AMENDMENT OF ARTICLES:** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation

9. **CUMULATIVE VOTING:** In any election of directors by the shareholders, each shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares equals, or to distribute them on the same principle among as many candidates as he sees fit, provided however, that notice shall be given by any shareholder to the President or a Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to cumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

10. **NON-RESIDENT DIRECTORS:** Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

11. **DIRECTORS' AUTHORITY TO FIX COMPENSATION:** Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation or Bylaws.

12. **PRE-EMPTIVE RIGHTS.** Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the numbers of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-

empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares and inviting him or her to exercise his or her pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

**13. DIRECTOR CONFLICT OF INTEREST:**

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

**14. MEETINGS BY CONFERENCE TELEPHONE:** Members of the Board of Directors may participate in special, regular or annual meetings of the board of directors by means of conference telephone or similar equipment as provided by law.

**15. INDEMNIFICATION:** The corporation may be empowered to indemnify any officer or director, or any former officer or director in the

manner set out and provided for in the bylaws of this corporation or pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

**16. AMENDMENT OF (ARTICLES) (BYLAWS):** The power to adopt, alter, amend or repeal the Articles of Incorporation or Bylaws of this corporation shall be vested in the shareholders by a fifty-one percent (51%) vote.

**17. REMOVAL OF DIRECTORS:** At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of fifty-one percent (51%) of the shares then entitled to vote at an election of directors.

**18. INFORMAL ACTION OF DIRECTORS:** If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**19. STOCKHOLDER RIGHT OF FIRST REFUSAL:** If a stockholder desires, directly or indirectly, to sell, assign, transfer or in any way dispose of all or any portion of his or her share or shares of stock, such stockholder (hereinafter called the "selling stockholder") shall first serve notice (hereinafter called the "offer to sell") to that effect upon the other stockholder hereto, stating the number of shares of stock desired to be sold or otherwise disposed of, the selling price per share, and offering to sell such shares of stock to the other stockholder in accordance with the provisions hereof. The other stockholder shall have the first right to purchase all or any part of the share or shares of stock, and interest in such stock, so offered by giving notice of acceptance (specifying the number of shares of stock to be purchased) to the selling stockholder within thirty (30) days (hereinafter referred to as the "thirty (30) day option period") after receipt by the other stockholder of the said offer to sell. The manner and time of payment shall be determined by the parties or determined in accordance with the Shareholders' Agreement between stockholders, if any. If no agreement is in effect and the parties cannot otherwise agree upon the terms of the sale, then the purchase price for the stock being purchased shall be paid within six (6) months of the purchasing stockholder giving notice of acceptance to the selling stockholder. If the purchase price is not paid within this six (6) month period, then the selling stockholder shall be free to sell said stock to any person or entity upon the same terms and conditions offered in the "offer to sell" made to the other stockholder. If the selling stockholder does not sell the stock or any part thereof to another person or entity upon the

same terms and conditions made in the "offer to sell", then the "offer to sell" shall be considered terminated. If any stockholder later wishes to sell all or a portion of his or her stock, he or she shall once again grant the right of first refusal to the other stockholder pursuant to the procedures outlined herein.

**IN WITNESS WHEREOF**, the undersigned Incorporator(s) has/have executed these Articles of Incorporation this 23rd day of May 1997.

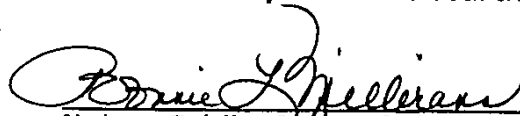
  
**FRED J. SANDLIN - Incorporator**

STATE OF FLORIDA  
COUNTY OF HIGHLANDS

BEFORE ME, the undersigned authority, personally appeared **FRED J. SANDLIN**, to me known to be the person(s) who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23rd day of May, 1997.



  
Notary Public, State of Florida  
My Commission Expires:

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in these Articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
**FRED J. SANDLIN**  
Registered Agent

DATE: May 23, 1997

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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