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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)399-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: SUNNY HILL, INC. *Group, Inc.*

AUDIT NUMBER.....H97000011523

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

July 16, 1997

FAS-T CORP. AGENTS, INC.

SUBJECT: SUNNY HILL, INC.
REF: W97000016391

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

NAME CONFLICTS WITH SUNNY HILL LIMITED PARTNERSHIP FILED ON 3/15/93.

Please return the original and one copy of 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 (850) 487-6067.

Naysa Culligan
Document Specialist

FAX Aud. #: H97000011523
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ARTICLES OF INCORPORATION

SUNNY HILL GROUP, INC.

The undersigned, for the purpose of forming a corporation under Chapter 607 of Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is: SUNNY HILL GROUP, INC.

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

The corporation is organized for the purposes of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value per share common stock which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered corporation is 3400 Coral Way suite # 600, Miami, Fl 33145, and the name of the registered agent of this corporation at that address is SUSANA B. ROGNONE. The address of the corporation's principal business office is 3400 Coral Way suite # 600, Miami Fl. 33145.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by-law, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Prepared by: Susana B. Rognone
3400 Coral Way # 600
Miami, Fl 33145
(305) 641-7613

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NAME

OSVALDO M. CORTESE

ADDRESS

3400 Coral Way # 600
Miami, Fl 33145

NAME

ADDRESS

ARTICLE VII - INCORPORATORS

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

NAME

OSVALDO M. CORTESE

ADDRESS

3400 Coral Way # 600
Miami, Fl. 33145

ARTICLE VIII - BY - LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in Board of Directors.

ARTICLE IX - NO PREEMPTIVE RIGHTS

The Common Shares are not subject to preemptive rights.

ARTICLE X - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

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ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment Thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this _____ day of _____, 1997.

Oswaldo Cortese

OSVALDO M. CORTESE

STATE OF FLORIDA

)

:SS.:

COUNTY OF DADE

)

THE FOREGOING INSTRUMENT was acknowledged before me, _____, the undersigned authority, this _____ day of _____, 1997, by OSVALDO M. CORTESE, who is personally know to me or who provided me with _____ as identification, and who did/did not take an oath

NOTARY PUBLIC, State of Florida at Large
My commission expires :

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DESIGNATION OF RESIDENT AGENT

(Attached to the Articles of Incorporation of
SUNNY HILL GROUP, INC.
and made Part Thereof)

Pursuant to Chapters 48.091 and 607.0601, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation to which this document is attached:

SUNNY HILL GROUP, INC. desiring to organize under the laws of the State of Florida, with its registered office as indicated in Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named Susana B Rognone, as its Registered Agent to accept service of process within this State.

ACCEPTANCE

THAT, I agree as Resident Agent to accept Service of Process: to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.



SUSANA B. ROGNONE,
Resident Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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This document Prepared by:
Susana B Rognone
3400 Coral Way # 000
Miami, FL 33145

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