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LAW OFFICES
OF
CLAFLIN GARST, JR.
ATTORNEY AT LAW

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AREA CODE (941)

December 12, 1997

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-12/15/97--01054--005
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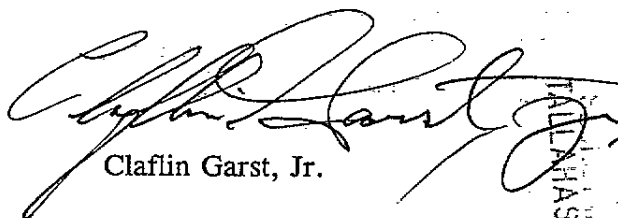
Re: Sunset Ridge Services, Inc.

Dear Sirs:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above named corporation. Also enclosed is my office check in the amount of \$122.50 to cover the cost of the filing fee (\$35.00), Registered Agent fee (\$35.00), and a certified copy (\$52.50) of the Articles.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to me. Thank you.

Sincerely yours,


Claflin Garst, Jr.

cla
enc.

cc: David C. Young
Warren D. Smith

FILED
97DEC 15 AM 9:21
TALLAHASSEE, FLORIDA
CB
12-16-97

**ARTICLES OF INCORPORATION
OF
SUNSET RIDGE SERVICES, INC.**

FILED
97 DEC 15 AM 9:21
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - CORPORATE NAME

The name of this Corporation shall be SUNSET RIDGE SERVICES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and the mailing address of the corporation shall be 8204 Lime Tree Way, Ellenton, Florida 34222.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is two hundred (200) shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - PURPOSE

The purpose of this corporation is to engage in any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - TERMS OF EXISTENCE

This Corporation shall have a perpetual existence.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial Registered Agent and office is:

CLAFLIN GARST, JR.
4804 Manatee Avenue West
Bradenton, Florida 34209

The initial Registered Agent, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process. The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporators of these Articles of Incorporation are:

| | |
|-------------------------|--------------------------|
| DAVID C. YOUNG | WARREN D. SMITH |
| 8204 Lime Tree Way | 7812- 22 Avenue West |
| Ellenton, Florida 34222 | Bradenton, Florida 34209 |

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members. The number of Directors may be increased or decreased from time to time by a vote of the stockholders, but in no case shall the number of the Directors be less than one nor more than five. The names and addresses of the Directors constituting the initial Board of Directors are:

| | |
|---------------------|--------------------------|
| DAVID C. YOUNG | 8204 Lime Tree Way |
| President | Ellenton, Florida 34222 |
| WARREN D. SMITH | 7812 - 22 Avenue West |
| Secretary/Treasurer | Bradenton, Florida 34209 |

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stockholders entitled to vote, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

ARTICLE IX - AMENDMENT OF BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws may be exercised by the Board of Directors as provided by Law, and may also be exercised by the shareholders, and shall be approved by at least a majority of the stock entitled to vote.

The undersigned has executed these Articles of Incorporation this 12 day of December, 1997.


DAVID C. YOUNG/Incorporator

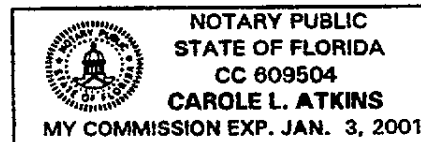

WARREN D. SMITH/Incorporator

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 12th day of December, 1997, by DAVID C. YOUNG, as an incorporator of Sunset Ridge Services, Inc., who is personally known to me or who has produced FL DR LIC as identification.

Carole L. Atkins

Carole L. Atkins
Notary Public, State of Florida
My Commission Expires: 1/03/01

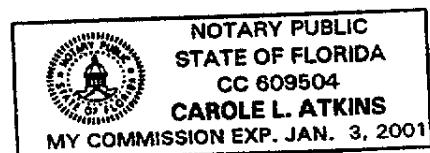


STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 12th day of December, 1997, by WARREN D. SMITH, as an incorporator of Sunset Ridge Services, Inc., who is personally known to me or who has produced FL DR LIC as identification.

Carole L. Atkins

Carole L. Atkins
Notary Public, State of Florida
My Commission Expires: 1/03/01



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

Sunset Ridge Services, Inc. desiring to organize under the laws of the State of Florida with its initial registered officer as indicated in the Article of Incorporation, and located at 8204 Lime Tree Way, Ellenton, Florida 34222, has named CLAFLIN GARST, JR., of 4804 Manatee Avenue West, Bradenton, Florida 34209-3854, as its registered agent to accept service of process within this state.

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

Dated: December 12, 1997


CLAFLIN GARST, JR./Registered Agent

FILED
97 DEC 15 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA