

P97 000 106 030
Charles W. Irwin

110 West Lambright Street
Tampa, Florida 33604

Phone (813) 238-5094

EFFECTIVE DATE
12-2-97

December 2, 1997

97 DEC 05 PM
FILED
TALLAHASSEE, FL
9000 2363819-1-8
05/97-01019-012
\$122.50 ****122.50

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

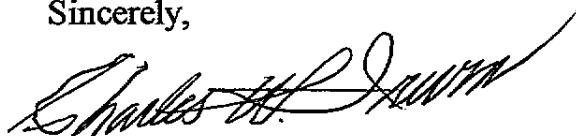
Dear Sirs:

We have enclosed the Articles of Incorporation for Sunshine, Ltd., along with my check in the amount of \$122.50.

Please forward certified copies of the Articles, and the Certificate of Incorporation to us at the above address.

Your assistance is very much appreciated.

Sincerely,



Charles W. Irwin

Mr. Irwin GAVE
AUTHORIZATION BY PHONE TO
CORRECT Limited in corp. name.
DATE 12-17-97
DOC. EXAM. OB

CB
12-17-97 returned to me.

EFFECTIVE DATE
12-2-97

Articles of Incorporation
of
Sunshine, LIMITED CO.

FILED
97 DEC -5 PM 1:47
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the Corporate Code, hereby certifies as follows:

The name of the corporation hereinafter referred to as the "Corporation", is SUNSHINE LIMITED CO. . THE principal office of the Corporation is located at 110 West Lambright St., Tampa, Florida 33604.

The period during which the corporation shall continue is perpetual.

The address of the initial registered office of the Corporation is 110 West Lambright St., Tampa, Florida 33604, and the name of the initial registered agent therein and in charge thereof, upon whom process against the Corporation may be served is Charles W. Irwin.

The purpose of the corporation is to engage in automotive consulting and any or all lawful business for which corporations may be organized under the provisions of the General Corporation Law of Florida.

The total authorized capital stock of the Corporation is one hundred shares having a part value of None. All or any part of said shares may be issued by the Corporation from time to time and for such considerations as may be determined upon or fixed by the Board of Directors as provided by law.

The name and post office address of the Incorporator of the Corporation is Charles W. Irwin, 110 West Lambright Street., Tampa, Florida 33604.

The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation and the names and mailing addresses of persons who are to serve as directors until the first meeting of stockholders or until their successors are elected and qualify are as follows:

Charles W. Irwin, 110 West Lambright Street, Tampa, Florida 33604
Mary R. Irwin, 110 West Lambright Street, Tampa, Florida 33604

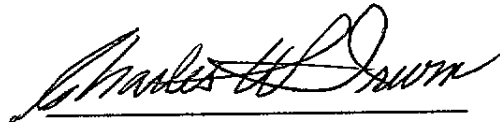
Sunshine. LIMITED CO.
Articles of Incorporation

PageTwo

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments or dividends or unlawful stock purchases or redemption by the corporation; (4) a transaction from which the director derived an improper personal benefit.

The effective date of these Articles of Incorporation shall be December 2, 1997.

IN WITNESS WHEREOF, the undersigned Incorporator has caused these Articles of Incorporation to be executed as of the 2nd day of December, 1997. I, Charles W. Irwin accept duties as Registered Agent.



Charles W. Irwin
Registered Agent / Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED