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CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

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CORPORATION(S) NAME

SUN Acquisition Corp.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SUN ACQUISITION CORP.

Pursuant to Section 607.164 of the Florida 1989 Business Corporation Act, the undersigned, acting as incorporator of a corporation, adopts the following articles of incorporation.

ARTICLE I.
Name and Address

The name of the Corporation is "Sun Acquisition Corp." The address of the initial principal office is 8 Greenway Plaza, Suite 1500, Houston, Texas 77046.

ARTICLE II.
Duration

The period of the duration of the Corporation is perpetual.

ARTICLE III.
Purpose

The purpose for which the Corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida 1989 Business Corporation Act.

ARTICLE IV.
Capital Stock

Section IV.1. Amount. The total number of shares which the Corporation has authority to issue is Five Thousand (5,000) shares, par value \$.01 per share.

Section IV.2. Class. All shares of the Corporation shall be of one class and shall be known as shares of Common Stock. All shares of Common Stock shall have the same preferences, limitations, and relative rights.

Section IV.3. Preemptive Rights Denied. No shareholder shall have any preemptive right to acquire any additional unissued or treasury shares of the Corporation of any class now or hereafter authorized or held.

ARTICLE V.
Initial Registered Office and Agent

The address of the initial registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324. The name of the initial registered agent of the Corporation at such address is CT Corporation System.

ARTICLE VI.
Initial Board of Directors

The number of Directors shall from time to time be fixed by the Bylaws of the Corporation. The number of Directors constituting the initial Board of Directors is one (1). Directors need not be residents of the State of Florida or shareholders of the Corporation. The name and address of the person elected to serve as the initial Director until the first annual meeting of the shareholders, or until his successors shall have been duly elected, unless he shall sooner die, resign or be removed, in accordance with the Bylaws of the Corporation, are as follows:

<u>Name</u>	<u>Address</u>
J. Patrick Millinor, Jr.	8 Greenway Plaza, Suite 1500, Houston, Texas 77046

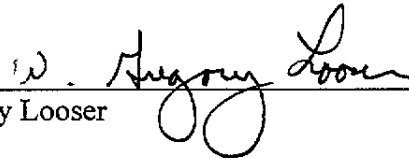
ARTICLE VII.
Incorporator

The name and address of the incorporator of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
W. Gregory Looser	711 Louisiana, Suite 2900, Houston, Texas 77002

The undersigned, being the incorporator designated herein, executes these Articles of Incorporation and certifies to the truth of the facts stated therein this 2nd day of March, 1998.

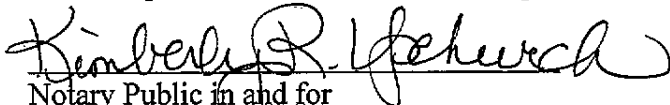
INCORPORATOR:



W. Gregory Looser

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

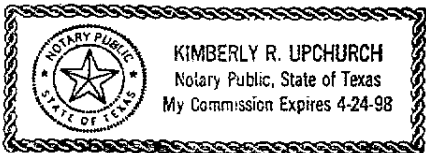
This instrument was acknowledged before me on March 2, 1998, by W. Gregory Looser, attorney for Sun Acquisition Corp., a Florida corporation, on behalf of said corporation.



Notary Public in and for
the State of Texas

Name: _____

My commission expires: _____

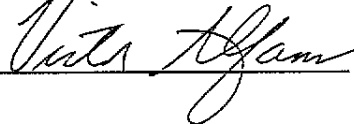


ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION
607.0501 (3) F.S.: C T CORPORATION SYSTEM IS FAMILIAR WITH AND
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

DATED March 2, 1998.

C T CORPORATION SYSTEM

BY



Victor Alfano, Assistant Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA