THE UNITED STATES **CORPORATION**

ACCOUNT NO. : 072100000032

REFERENCE :

742719

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE: March 16, 1998

ORDER TIME: 9:27 AM

ORDER NO. : 742719-005

CUSTOMER NO: 4369500

900002459659---6

CUSTOMER: Judy Diamond, Legal Assistant

MCDERMOTT, WILL & EMERY

201 South Biscayne Boulevard

22nd Floor

Miami, FL 33131-4335

DOMESTIC FILING

NAME:

SUNRISE REGIONAL, INC.

EFFECTIVE DATE:

XX ___ ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

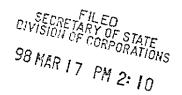
XX CERTIFIED COPY

___ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:



ARTICLES OF INCORPORATION

OF

SUNRISE REGIONAL, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SUNRISE REGIONAL, INC.

The address of the principal office of this corporation shall be 2801 Ponce De Leon Boulevard, Suite 600, Coral Gables, Florida 33134, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

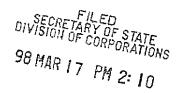
The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on March 16, 1998.

CORPORATION SERVICE COMPANY

Its Agent, Karen B. Rozar



ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

Its Agent, Karen B. Rozar

CLD/clb