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24th day of March, 1998

Florida Dept. of State
Dept. Of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

100002469701- -2-
-03/26/98-01099-003
****122.50 ****122.50

RE: SUN-KEY, INC.

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced entity and a check in the amount of \$122.50, representing the required filing fee.

Please forward the filed Articles of Incorporation to my office via the enclosed Federal Express envelope.

Thank you in advance for your attention to this matter.

Darryl GAVE
AUTHORIZATION BY PHONE TO
CORRECT *art. heading*
DATE *3/30/98*
DOC. EXAM. *TA*

Enclosures

Very truly yours,

Darryl J. Jacobs
Darryl J. Jacobs

FILED
98 MAR 26 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-3/30/98

ARTICLES OF INCORPORATION

OF
SUN-KEY, INC.

FILED
98 MAR 26 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be: **SUN-KEY, INC.**

ARTICLE II - NATURE OF BUSINESS

The nature of the business, and the objects or purposes to be transacted, promoted or carried on by the corporation as as follows:

- A. To carry on the business of home furnishings and interior design.
- B. To acquire, hold, sell, reissue or cancel any shares of its own stock, provided, however, that this corporation may not use any of its own shares of capital stock when such use would cause any impairment of the capital of this corporation, and provided further that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.
- C. To enter into, make, execute, perform and carry out contracts of any territory or government agency thereof, except that any contract for a loan or the purchase of a capital asset must be approved, in writing by the Board of Directors.


EUGENIO LOPEZ

D. To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets at any time owned or held by this corporation, upon such terms as the Board of Directors shall authorize, and as may be permitted by law, however, at no time may a corporate obligation either by check, note, or otherwise, be used to satisfy a personal debt of any officer or director of this corporation and any attempt to do so shall be null and void.

E. To purchase or otherwise, acquire the whole or part of property, assets, business and goodwill of any other person, firm corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business.

The foregoing clauses are to be construed both as objects and powers; and its is hereby expressly provided that the enumeration herein contained shall not be held to limit or restrict the powers of the corporation to carry out or perform any and all acts permitted to corporation under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The total number of shares and authorized capital stock of this corporation shall be divided into 500 shares having \$1.00 per value each. The stock of this corporation shall be issued in accordance with Internal Revenue Code Plan 1244.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which the corporation will begin business shall not be less than Five-Hundred Dollars.

ARTICLE V - TERM OF EXISTENCE

The corporation is to have perpetual existence.

ARTICLE VI - PLACE OF BUSINESS

The post office address of the principal place of business of this corporation is: MM 82.2 Oceanside, Islamorada, FL 33036, or any other place as the Board of Directors may, from time to time designate.

ARTICLE VII - DIRECTORS

The corporation shall have not less than one Director; however, the number of Directors may be increased by the By-Laws of the corporation.

ARTICLE VIII - SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation and the number of shares subscribed for are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Eugenio Lopez	MM 82.2 Oceanside Islamorada, FL 33036	250
Hope Lopez	MM 82.2 Oceanside Islamorada, FL 33036	250

ARTICLE IX - INITIAL DIRECTORS AND OFFICERS

The names and addresses of the first board of Directors and Officers of the corporation, who shall hold office until the next election of Directors and Officers shall take place, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Eugenio Lopez	MM 82.2 Oceanside Islamorada, FL 33036	President
Hope Lopez	MM 82.2 Oceanside Islamorada, FL 33036	Vice-President

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TALLAHASSEE, FLORIDA

ARTICLE X - REGISTERED AGENT

The registered Agent for service of process for this corporation shall be Eugenio Lopez, MM 82.2 Oceanside, Islamorada, FL 33036.

I HEREBY ACCEPT the position of Registered Agent for this Corporation.

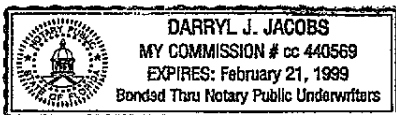

EUGENIO LOPEZ

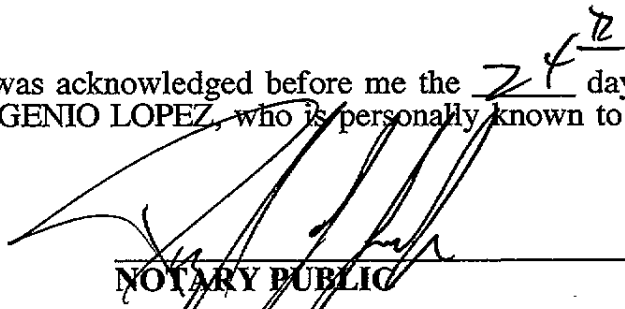
IN WITNESS WHEREOF, I have set my hand and seal this 24th day of March, 1998.


EUGENIO LOPEZ

**STATE OF FLORIDA
COUNTY OF DADE**

The foregoing instrument was acknowledged before me the 24th day of March, 1998, by EUGENIO LOPEZ, who is personally known to me and who did take an oath.




NOTARY PUBLIC

This document prepared by:
Darryl J. Jacobs, Attorney
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(305)936-0292