

11
P98000035950
KATZ, KUTTER, HAIGLER, ALDERMAN, BRYANT & YON

PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW

SILVIA MORELL ALDERMAN
JOHN M. ARIALE
ALAN HARRISON BRENTS
DANIEL C. BROWN
BILL L. BRYANT, JR.
NANCY M. BURKE
JONATHAN B. BUTLER
RICHARD E. COATES
BERT L. COMBS
J. RILEY DAVIS
JOSE A. DIEZ-ARGUELLES
MARTIN R. DIX
KENNETH W. DONNELLY
PAUL R. EZATOFF
JEFFREY L. FREHN
WILLIAM M. FURLOW
MITCHELL B. HAIGLER
DAVID P. HEALY
MARK E. KAPLAN
ALLAN J. KATZ
BRIAN C. KERI
EDWARD L. KUTTER
RICHARD P. LEE
RICHARD B. LORD
JOHN C. LOVETT
CHRISTOPHER B. LUNNY

POST OFFICE BOX 1877 32302-1877
HIGHPOINT CENTER
106 EAST COLLEGE AVENUE, 12TH FLOOR
TALLAHASSEE, FLORIDA 32301
TELEPHONE (850) 224-9634
TELECOPIER (850) 222-0103
TELECOPIER (850) 224-0781

SUNTRUST CENTER
SUITE 1428
200 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801
TELEPHONE (407) 423-8480
TELECOPIER (407) 843-0553

REPLY TO: TALLAHASSEE

ELIZABETH W. McARTHUR
TRAVIS L. MILLER
MIGUEL A. OLIVELLA, JR.
BRUCE D. PLATT
JOHN RADEY
GARY P. TIMIN
J. LARRY WILLIAMS
DAVID A. YON
PAUL A. ZEIGLER

OF COUNSEL:
GORDON D. CHERR
MICHAEL E. INGRAM
EDWARD S. JAFFRY
PATRICK F. MARONEY

GOVERNMENTAL CONSULTANTS:
LESLIE Y. DUGHI*
PAT GRIFFITH O'CONNELL*
E. CLINT SMAWLEY*
GERALD C. WESTER*
(*NOT A MEMBER OF FLORIDA BAR)

EXECUTIVE DIRECTOR:
J. ANDREW KELLER, III, C.P.A.

April 15, 1998

8000002489668--2
-04/15/98--01046--020
****131.25 ****131.25

98 APR 15 PM 2:16
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
409 EAST GAINES STREET
TALLAHASSEE, FLORIDA 32399

Via Hand Delivery

RE: InSun Inc.
Formation of Corporation

Dear Division of Corporations:

Enclosed for filing please find an original and two copies of the Articles of Organization for InSun Inc.

Please file these Articles, certify one copy, and stamp the other copy "Filed."

I have enclosed a check in the amount of \$131.25 for filing fees, certification fees, and for a certificate of status. Our messenger will pick up the certified and stamped copies and the certificate of status after 11:00 a.m. on Thursday, April 16, 1998.

K. Rolfe APR 17 1998

W98-8497
K. Rolfe APR 15 1998

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 APR 15 AM 11:06

FILED

KATZ, KUTTER, HAIGLER, ALDERMAN, BRYANT & YON, P. A.

Division of Corporations

April 15, 1998

Page 2

Please call me if you have any questions or require additional information. Thank you for your assistance in this matter.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Nancy M. Burke".

Nancy M. Burke

Enclosures

cc: Mr. Walter D. Shealy III
Gary P. Timin, Esq.
John C. Lovett, Esq.

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GERALD C. WESTER*
(*NOT A MEMBER OF FLORIDA BAR)

EXECUTIVE DIRECTOR:
J. ANDREW KELLER, III, C.P.A.

April 20, 1998

Ms. Kimberly Rolfe
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

RE: ReInSun Inc.
Formation of Corporation

Dear Division of Corporations:

Enclosed for filing please find an original and two copies of the Articles of Incorporation for ReInSun Inc.

Please file these Articles, certify one copy, and stamp the other copy "Filed." In accordance with our conversation of April 20, please backdate the filing to April 15, 1998, the date that we originally filed articles of incorporation under the name InSun Inc.

I previously sent a check in the amount of \$131.25 for filing fees, certification fees, and for a certificate of status. Please use that check now for this filing. Our messenger will pick up the certified and stamped copies and the certificate of status after 11:00 a.m. on Wednesday, April 22, 1998.

Via Hand Delivery

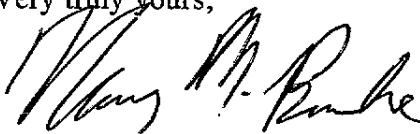
RECEIVED
98 APR 21 AM 9:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

KATZ, KUTTER, HAIGLER, ALDERMAN, BRYANT & YON, P. A.

Ms. Kimberly Rolfe
Division of Corporations
April 20, 1998
Page 2

Please call me if you have any questions or require additional information. Thank you for your assistance in this matter.

Very truly yours,


Nancy M. Burke

Enclosures

cc: Mr. Walter D. Shealy III
Gary P. Timin, Esq.
John C. Lovett, Esq.

RECEIVED
98 APR 21 AM 9:43
LEGISLATIVE DIVISION OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 15, 1998

KATZ, KUTTER, HAIGLER, ALDERMAN, BRYANT & YON
PO BOX 1877
TALLAHASSEE, FL 32302-1877

SUBJECT: INSUN INC.
Ref. Number: W98000008497

We have received your document for INSUN INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 598A00020258

Call when Ready

11



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 17, 1998

KATZ, KUTTER, HAIGLER, ALDERMAN, BRYANT & YON
PO BOX 1877
TALLAHASSEE, FL 32302-1877

SUBJECT: RESUN INC.
Ref. Number: W98000008497

We have received your document for RESUN INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 398A00020777

**ARTICLES OF INCORPORATION
OF
REINSUN INC.**

FILED
98 APR 15 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

**ARTICLE I
Name and Address**

The name of the Corporation shall be ReInSun Inc. Its principal office shall be located at 106 East College Avenue, Suite 1200, Tallahassee, FL 32301. The corporation may establish and maintain the principal office of the corporation at such other place within the State of Florida as may be determined by the Board of Directors.

**ARTICLE II
Nature of Business**

The Corporation may engage in any business allowed or permitted under the laws of the United States and the State of Florida.

**ARTICLE III
Stock**

The authorized capital stock of the Corporation shall consist of 1,000 shares of a single class of Common Stock with par value of one cent (\$.01) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors.

**ARTICLE IV
Incorporators**

The names and street addresses of the Incorporator of this Corporation is as follows:

Nancy M. Burke
Katz, Kutter, Haigler, Alderman,
Bryant & Yon, P.A.
106 East College Avenue -- Suite 1200
Tallahassee, Florida 32301

ARTICLE V
Term of Corporate Existence

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI
Address of Registered Office and Registered Agent

The initial registered office of the Corporation shall be 106 East College Avenue, Suite 1200, Tallahassee, Florida, 32301, and the initial registered agent of the Corporation at such office shall be Nancy M. Burke, to receive service of process and perform other functions of the registered agent.

ARTICLE VII
Board of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of not less than one (1) Director. The initial term of office of the directors named in Article VIII shall be for one year after the date of incorporation, or until the first annual meeting of stockholders, or until their respective successors are elected. The size of the Board may be altered as provided in the bylaws of the Corporation.

ARTICLE VIII
Initial Directors

The two initial Directors of the Corporation and their respective addresses are:

Walter D. Shealy III
1200 Lincoln Road
Miami Beach, FL 33139

Paulo S. Kroeff
10 Fairway Drive - Suite 123
Deerfield Beach, FL 3344d1

ARTICLE IX
Transactions In Which Directors
Or Officers Are Interested

A. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, or entity in

which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors is or are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or

2. The fact of such relationship or interest is disclosed or known to any shareholders of the Corporation entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

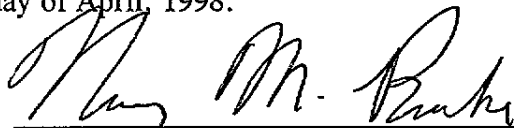
B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction, and shares held by them may be counted in determining the presence of a quorum at a meeting of shareholders at which action is taken pursuant to this Article.

ARTICLE X

Indemnification of Directors and Officers

The Corporation may indemnify, and may insure, its directors and officers to the fullest extent permitted by applicable Florida law.

SIGNED by the incorporator as of the 15 day of April, 1998.



NANCY M. BURKE

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Nancy M. Burke, to me personally known or who has produced _____ as identification and known to me to be the person who executed the foregoing instrument and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal as of the 15 day of April, 1998.

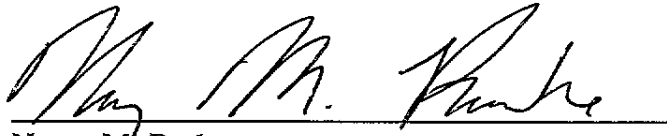
Jessica Jae Ferreri
Notary Public
My Commission Expires: _____
Commission Number: _____



Jessica Jae Ferreri
MY COMMISSION # CC670705 EXPIRES
August 31, 2001
BONDED THRU TROY FAIR INSURANCE, INC.


ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for ReInSun Inc. at the place designated in its Articles of Incorporation, the undersigned, Nancy M. Burke, accepts such appointment and agrees to act in this capacity, agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such office, and is familiar with, and accepts the obligations provided for in, Section 607.0505, Florida Statutes.


Nancy M. Burke

STATE OF FLORIDA
COUNTY OF LEON

The foregoing Acceptance of Registered Agent for ReInSun Inc. was acknowledged before me as of the 15 day of April, 1998, by Nancy M. Burke, who is personally known to me or who has produced a driver's license as identification.


Notary Public
My Commission Expires:



Jessica Jae Ferreri
MY COMMISSION # CC670705 EXPIRES
August 31, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

98 APR 15 AM 11:06
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA