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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: KATZ, BARRON, SQUITERO, FAUST & BERMAN, P.A.
CONTACT: HOWARD L FRIEDBERG
PHONE: (305)856-2444

ACCT#: 072627002473

FAX #: (305)285-9227

NAME: SUNSHINE STATE MH SERVICE, INC.

AUDIT NUMBER.....H98000008760

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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ARTICLES OF INCORPORATION
OF
SUNSHINE STATE MH SERVICE, INC.

ARTICLE I
NAME

The name of the corporation is SUNSHINE STATE MH SERVICE, INC.
The mailing address of the corporation shall be 2001 Wilshire
Boulevard, Suite 216, Santa Monica, California 90403.

ARTICLE II
DURATION

This corporation shall have a perpetual existence commencing
upon filing of the Articles of Incorporation with the Secretary of
State.

ARTICLE III
PURPOSE

The corporation shall be authorized to engage in and transact
any and all lawful business within and without the State of Florida
or United States for which corporations may be incorporated under
Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE IV
POWERS

The corporation shall have all of the powers conferred upon
corporations organized pursuant to the provisions of Chapter 607,
Florida Statutes, as amended and supplemented.

Fax Audit No. H98000008760
This instrument prepared by:
Michael D. Katz, Esq.
Fla. Bar No. 127873
KATZ, BARRON, SQUITERO, FAUST & BERMAN
2699 South Bayshore Drive, 7th floor
Miami, Florida 33133
(305)856-2444

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ARTICLE V
CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI
INCORPORATOR


The name and address of the person signing these Articles as Incorporator is:

Michael D. Katz, Esq.
Katz, Barron, Squitero, Faust & Berman, P.A.
2699 South Bayshore Drive - 7th Floor
Miami, Florida 33133

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2699 South Bayshore Drive, 7th Floor, Miami, Florida 33133, and the name of the initial registered agent of this corporation at that address is MICHAEL D. KATZ.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 8th day of May, 1998.


MICHAEL D. KATZ, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above corporation at the place designated in the Articles of Incorporation, I hereby accept this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VII of such Articles.

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IN WITNESS WHEREOF, as said registered agent, I have caused
this Statement to be signed on this 8th day of May, 1998.

By: Michael D. Katz
MICHAEL D. KATZ

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