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SPENCER & KLEIN  
PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

SUITE 1901  
801 BRICKELL AVENUE  
MIAMI, FLORIDA 33131

June 30, 1998

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Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

Federal Express

600002577776--8  
-07/01/98--01072--001  
\*\*\*225.00 \*\*\*172.50

Re: Certificate of Domestication by Sunnyville Corporation, A.V.V. (a/k/a Sunnyville Corporation, A.E.C.)  
Articles of Incorporation of Sunnyville Corporation

Gentlemen:

Enclosed are two (2) copies of each of the following:

1. Certificate of Domestication by Sunnyville Corporation, A.V.V. (a/k/a Sunnyville Corporation, A.E.C.)
2. Articles of Incorporation for Sunnyville Corporation

Also enclosed is our check in the amount of \$225.00, representing the following:

Filing fee for Certificate of Domestication	\$50.00
Certified copy of Certificate of Domestication	52.50
Filing fee for Articles of Incorporation	35.00
Designation of Registered Agent	35.00
Certified copy of Articles of Incorporation	52.50

Please return certified copies of the Certificate of Domestication and Articles of Incorporation to the undersigned in the enclosed Federal Express envelope.

Please note that Sunnyville Corporation, A.V.V. (a/k/a Sunnyville Corporation, A.E.C.) is qualified as a foreign corporation in the State of Florida. Due to the domestication of the corporation in the State of Florida, the certificate of authority should be revoked pursuant to Florida Statutes Section 607.1530.

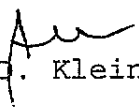
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If there are any questions, please contact the undersigned.

Very truly yours,

  
Brent D. Klein

BDK/sew  
Enclosure

CERTIFICATE OF DOMESTICATION

BY

SUNNYVILLE CORPORATION, A.V.V.  
(a/k/a Sunnyville Corporation, A.E.C.)

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Pursuant to the provision of Section 607.1801 of the Florida Business Corporation Act, Sunnyville Corporation, A.V.V., an Aruba exempt company, organized and existing under the laws of Aruba, for the purpose of domestication in the State of Florida hereby certifies:

ARTICLE I

Place and Date of Incorporation

Sunnyville Corporation, A.V.V. was incorporated in Aruba on January 25, 1990.

ARTICLE II

Name of Corporation  
Prior to Filing of Certificate of Domestication

The name of the corporation immediately prior to the filing of this Certificate of Domestication was Sunnyville Corporation, A.V.V. (a/k/a Sunnyville Corporation, A.E.C.).

ARTICLE III

Name of Corporation  
Upon Filing of Certificate of Domestication

The name of the corporation as set forth in the Articles of Incorporation filed simultaneous with the filing of this Certificate of Domestication is Sunnyville Corporation.

ARTICLE IV

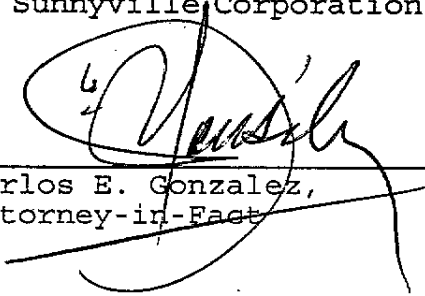
Principal Place of Business

The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, immediately prior to the filing of this Certificate of Domestication was Aruba.

Executed this 25 day of JUNE, 1998.

Sunnyville Corporation, A.V.V.  
a/k/a Sunnyville Corporation, A.E.C.

By: \_\_\_\_\_

  
Carlos E. Gonzalez,  
Attorney-in-Fact

ARTICLES OF INCORPORATION

OF

SUNNYVILLE CORPORATION

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The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is Sunnyville Corporation and its address is Suite 406, 2600 Douglas Road, Coral Gables, Florida 33134.

ARTICLE II

DECLARATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purpose for which the corporation is organized are:

(1) To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

(2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 6,000 shares, with a par value of \$1.00 per share.

**ARTICLE V**

**REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 801 Brickell Avenue, Suite 1901, Miami, Florida 33131 and the name of its initial registered agent at such address is Thomas R. Spencer, Jr.

**ARTICLE VI**

**DIRECTORS**

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is three (3). The names of the initial board of directors are:

Isabel Grande Andres  
801 Brickell Avenue, Suite 1901  
Miami, Florida 33131

Julio Grande Andres  
801 Brickell Avenue, Suite 1901  
Miami, Florida 33131

Ofelia Grande Andres  
801 Brickell Avenue, Suite 1901  
Miami, Florida 33131

**ARTICLE VII**

**INCORPORATOR**

The name and address of the incorporator are:

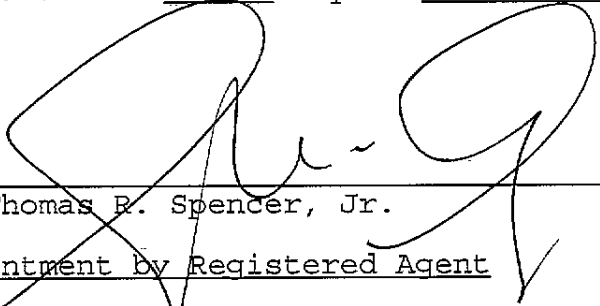
Thomas R. Spencer  
801 Brickell Avenue, Suite 1901  
Miami, Florida 33131

ARTICLE VIII

INDEMNIFICATION

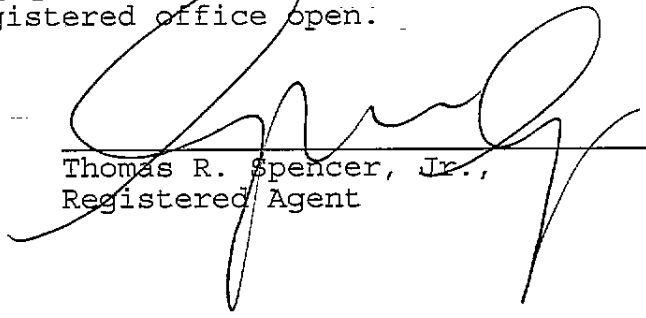
The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 25th day of June, 1998.

  
\_\_\_\_\_  
Thomas R. Spencer, Jr.

Acknowledgment of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

  
\_\_\_\_\_  
Thomas R. Spencer, Jr.,  
Registered Agent

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