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98 JUL -7 AM 11: 23

FILING COVER SHEET

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REFERENCE: 0150. 3165

DATE: 7-7-98

CONTACT: CINDY HICKS

FROM: CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE: 222-1173

SUBJECT: Sungust Group, Inc

STATE FEES PREPAID WITH CHECK # 2794 FOR \$ 122.50

PLEASE FILE:

- ARTICLES OF INC.      ( ) AMENDMENT      ( ) DISSOLUTION
- ANNUAL REPORT      ( ) MERGER      ( ) WITHDRAWAL
- QUALIFICATION      ( ) LIMITED PARTNERSHIP      ( ) ANNUAL REPORT
- FICTITIOUS NAME      ( ) LIMITED LIABILITY      ( ) REINSTATEMENT
- TRADEMARK/SERVICE      ( ) UCC-1      ( ) UCC-3

PROVIDE US WITH:

- CERTIFIED COPY      ( ) CERTIFICATE OF STATUS       STAMPED COPY

Examiner's Initials

P. Hall

JUL 7 1998

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DIVISION OF CORPORATION  
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**ARTICLES OF INCORPORATION**  
**OF**  
**SUNQUEST GROUP, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is SUNQUEST GROUP, INC. (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 1521 Alton Road, Suite 197, Miami Beach, Florida 33139.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<b><u>Number of Shares Authorized</u></b>	<b><u>Par Value Per Share</u></b>	<b><u>Class of Stock</u></b>
1,000	\$ 0.01	Common

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty percent (50%) of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is Pedro Martin.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the members of the initial Board of Directors,

who will serve as the Corporation's directors until successors are duly elected and qualified are:

Norman Kerr  
1521 Alton Road, Suite 197  
Miami Beach, Florida 33139

Diana Sosa-Gonzalez  
1521 Alton Road, Suite 197  
Miami Beach, Florida 33139

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**ARTICLE VII**

The name of the Incorporator is Dario Carnevale and the address of the Incorporator is 1221 Brickell Avenue, Suite 2100, Miami, Florida 33131.

**ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 6<sup>th</sup> day of July, 1998.



\_\_\_\_\_  
Dario Carnevale, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of SUNQUEST GROUP, INC. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



\_\_\_\_\_  
Pedro Martin, Registered Agent

Dated: July 6<sup>th</sup>, 1998