

P98000094349
TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: SUNLIGHT systems, Inc.
(Proposed corporate name - must include suffix)

300002680923--3
-11/05/98--01033--016
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: SHAWN NEWELL
Name (Printed or typed)

P.O. BOX 6057
Address

SITKA, AK 99835
City, State & Zip

907-747-3530
Daytime Telephone number

Shawn Newell GAVE
AUTHORIZATION BY PHONE TO
CORRECT art III, + RA
DATE 11-6-98
DOC. EXAM BR

98 NOV -5 PM 12: 55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
SunLIGHT Systems, Inc.

FILED
98 NOV -5 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being over eighteen years of age and being citizens of the United States of America, have formed a business corporation pursuant to the laws of the State of Florida, and do hereby certify:

ARTICLE I

NAME

The name of the corporation is SunLIGHT Systems, Inc.

ARTICLE II

PURPOSES

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as set forth in Chapter 607, of the Florida Statutes, including any amendments thereto.

ARTICLE III

REGISTERED OFFICE AND AGENT

The address of the registered office of the corporation is 1749 E. Hallendale Beach Boulevard, #177, Hallendale, FL 33009 and the name of the initial registered agent of the corporation at that address is Patrick J. Rogers. This is also the principal office & mailing address for the corporation.

ARTICLE IV

ALIEN AFFILIATES

There are no alien affiliates of the corporation.

ARTICLE V

SHARES

This corporation is authorized to issue one class of shares to be designated Common Stock. The total number of shares of Common Stock this Corporation shall have authority to issue is One Thousand (1,000); each such share shall have no par value.

ARTICLE VI

VOTING FOR DIRECTORS

Each shareholder entitled to vote at any election of Directors shall have the right to vote the number of shares owned by such shareholder for as many persons as there are Directors to be elected and for whose election the shareholder has a right to vote. There shall be no cumulative voting.

ARTICLE VII

ACTION BY EXECUTIVE COMMITTEE

The powers, duties, privileges and liabilities of Directors of this corporation may, from time to time, be exercised by executive committees or delegates established pursuant to 607.0825.

ARTICLE VIII

LIMITATION OF DIRECTORS' LIABILITY

To the full extent permitted by law and subject only to those limitations expressly stated in the Act no Director of this corporation shall have any personal liability to the corporation or its shareholders for monetary damages for any breach or alleged breach of the Director's fiduciary duty to the corporation. The provision shall apply in addition to, and not in substitution for, the indemnification provisions of the bylaws of the corporation.

ARTICLE IX

INDEMNIFICATION

The corporation has the power to indemnify, and to purchase and maintain insurance for its Directors, Officers, trustees,

employees, and other persons and agents, and (without limiting the generality of the foregoing) shall indemnify its Directors, against all liability, judgments, damages, fines, settlements and expenses arising from or in connection with service for, employment by, or other affiliation with this corporation or other firms or entities to the maximum extent and under all circumstances permitted by law.

ARTICLE X

INITIAL DIRECTORS

The corporation shall have two initial directors, whose names and mailing addresses are:

<u>Name</u>	<u>Address</u>
Patrick J. Rogers	1409 Rodman Street Hollywood, FL 33020
Shawn L. Newell	205 Rigling Street P.O. Box 6057 Sitka, AK 99835

The initial Directors shall serve until the first annual meeting of shareholders or until their successors are elected and qualified.

The number of Directors constituting the corporation's Board of Directors and their manner of election shall be as set forth in the Bylaws of the corporation.

ARTICLE XI

INCORPORATORS

The name and mailing address of the incorporators are:

<u>Name</u>	<u>Address</u>
Patrick J. Rogers	1409 Rodman Street Hollywood, FL 33020
Shawn L. Newell	205 Rigling Street P.O. Box 6057 Sitka, AK 99835

FILED

98 NOV -5 PM 12:55

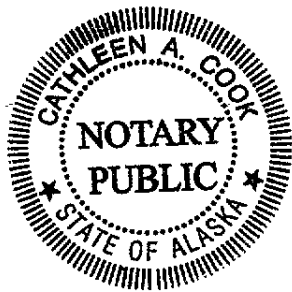
STATE OF ALASKA

)
) ss.
)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS IS TO CERTIFY that on this 20th day of october, 1998, before me, the undersigned, a Notary Public in and for the State of Alaska, duly commissioned and sworn as such, personally appeared **Shawn L. Newell**, known to me and to me known to be the individual named in and who executed the foregoing Articles of Incorporation, and she acknowledged to me that she signed and sealed the same as her free and voluntary act and deed for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first hereinabove written.



Cathleen A. Cook
NOTARY PUBLIC in and for Alaska
My Commission Expires: *July 24, 2002*