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To:

Division of Corporations

Fax Number

: (850)922-4001

From:

Account Name : ACE INDUSTRIES, INC.

Account Number: 070744001530 Phone: (305)358-2571 Fax Number: (305)358-7832

FLORIDA PROFIT CORPORATION OR P.A.



WARREN GROUP INVESTMENTS

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SECRETARY OF STATE

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

November 16, 1998

ACE INDUSTRIES

WARREN GROUP INVESTMENTS INCORPORATED

SUBJECT: SUNSEINE INTESPRENE CROUP INCORPORATES

REF: W98000025644

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THE NAME CONFLICT IS SUNSHINE INVESTMENT GROUP, INC. DOC #V01411.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan Document Specialist FAX Aud. #: #98000021180 Letter Number: 998A00054879

ARTICLES OF INCORPORATION

Article 1: Name of Corporation: WARREN GROUP INVESTMENTS INCORPORATED

Address of Corporation: 5700 COLLINS AVENUE, #15B,

MIAMI BEACH, FL 33140

- Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 1.000.000, with a par value of _____.

 (PAR VALUE IS NOT REQUIRED).
- Article 3: REGISTERED AGENT: ROBERT COCHRAN

 REGISTERED OFFICE: 5700 COLLINS AVENUE, #15B

 MIAMI BEACH, FL 33140
- * I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

11 / 13 / 98 Date

Signature of Registered Agent

- Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED).

 First listed is President, second is Vice President, then Secretary/Treasurer.
 - 1. ROBERT COCHRAN, 5700 COLLINS AVENUE, #15B, MIAMI BEACH, FL 33140
 - 2.
 - 3.

Article 5: The NAME and ADDRESS of the INCORPORATOR is:

ROBERT COCHRAN

5700 COLLINS AVENUE, #15B,

MIAMI BEACH, FL 33140

In witness whereof, I have subscribed my name:

Signature of Incorporator

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Prepared by: Ace Industries, Inc., 54 NW 11th Street, Miami, FL 33136, (305) 358-2571

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