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LAW OFFICE

V.J. VOORHEIS, P.A.

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November 16, 1998

VIA AIRBORNE EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

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****122.50 *****78.75

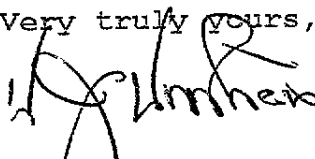
RE: SUN BEACH, INC.

Gentlemen:

Enclosed is the original and a duplicate copy of the Articles of Incorporation of the above proposed Corporation. The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy and return same to the undersigned by Airborne Express.

Our check in the amount of \$122.50 representing the filing fee is enclosed, together with a self-addressed Airborne Express label bearing our account number.

Very truly yours,


V. J. VOORHEIS

VJV/slh
Enclosures
SEC1.AIR

FILED
98 NOV 17 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(6)

ARTICLES OF INCORPORATION

OF

SUN BEACH, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is SUN BEACH, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefits society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers or corporate property or other

instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bond, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock

In general, to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida, and to possess and exercise all the powers and privileges granted by the General Corporation Law of Florida or by any other law of Florida or by these Articles of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purpose of the corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV. VOTING

Each Stockholder shall be entitled to as many votes as shall equal the number of votes which he would be entitled to cast for the election of directors with respect to his shares multiplied by the number of directors to be elected. Stockholders do not have a right to cumulate their votes for directors.

ARTICLE V. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$500.

ARTICLE VI. TERM OF EXISTENCE

This corporation shall begin as soon as possible and is to exist perpetually.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is c/o 3970 Oaks Clubhouse Drive, #306, Pompano Beach, Florida 33069, and the name of the initial Registered Agent of this corporation at that address is GUY TREMBLAY.

ARTICLE VIII. DIRECTORS

This corporation shall have one (1) Director, initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE IX. INITIAL DIRECTORS

The name and post office address of the initial Director of this corporation is:

CLAUDE KASPEREIT
2531 Del Lago Drive
Fort Lauderdale, Florida 33316.

ARTICLE X. SUBSCRIBERS

The name and post office address of the subscriber to these Articles of Incorporation is:

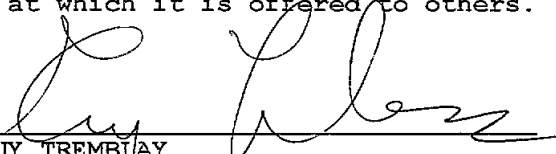
GUY TREMBLAY
c/o 3970 Oaks Clubhouse Drive, #306
Pompano Beach, Florida 33069.

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a meeting of the Stockholders by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII. PREEMPTIVE RIGHTS

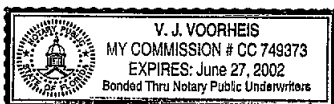
Every Stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata shares thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

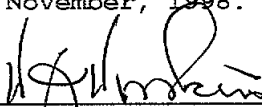

GUY TREMBLAY

STATE OF FLORIDA)
 :ss.:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the State and County named above to take acknowledgments, personally appeared GUY TREMBLAY, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation. He is personally known by me or he produced _____ as identification.

WITNESS my hand and official seal in the County and State named above, this 16th day of November, 1998.





Notary Public Signature
Print Name _____
Notary Commission No. _____
My Commission Expires: _____

FILED

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

THAT SUN BEACH, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT 2531 DEL LAGO DRIVE, CITY OF FORT LAUDERDALE, COUNTY
OF BROWARD, STATE OF FLORIDA 33316, HAS NAMED GUY TREMBLAY,
3970 Oaks Clubhouse Drive, #306, Pompano Beach
LOCATED AT C/O ~~3100 EAST COMMERCIAL BOULEVARD, FORT LAUDERDALE,~~
33069
FLORIDA 33308, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

SIGNATURE

GUY TREMBLAY

TITLE Incorporator

DATE November 16, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF
INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

GUY TREMBLAY

DATED: NOVEMBER 16, 1998

SUN BEACH.ART