

P990000023873

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

abc sunset properties, inc.

Certificate of Status	0
Certified Copy	1
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[Signature]

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ARTICLES OF INCORPORATION

OF

ABC SUNSET PROPERTIES, INC.

ARTICLE I - NAME

The name of the corporation is: ABC SUNSET PROPERTIES, INC.

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

A. To engage generally in the business of buying, selling, owning, leasing, marketing and managing real property of all types and kinds wherever situate.

B. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the share of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other government, and while owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

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

D. No recitation or declaration of special purposes or powers herein enumeration shall be deemed to be exclusive, but all lawful powers now or which may hereafter be conferred to a corporation for profit under the laws of the State of Florida are hereby included.

Louis L. LaFontaine, Jr.
3121 Commodore Place, Suite 301
Miami, FL 33133
Florida Bar No. 044851
(305) 444-3121

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ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one hundred shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V - PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of this corporation is:

3121 Commodore Plaza
Suite 301
Miami, FL 33133

and the name and address of the initial registered agent of this corporation is:

Louis L. LaFontisee, Jr.
3121 Commodore Plaza
Suite 301
Miami FL 33133

ARTICLE VI - MANAGEMENT OF THE CORPORATION BY BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation shall be managed by the Board of Directors consisting of not less than one and not more than three directors elected by a majority vote of the shareholders. Each director must be over eighteen (18) years of age.

ARTICLE VII - BY LAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

ARTICLE VIII - INITIAL OFFICERS

The names and addresses of the initial officer and director of this corporation is:

Debra Gabel
629 Sunset Drive
Miami, FL 33143
President
Secretary

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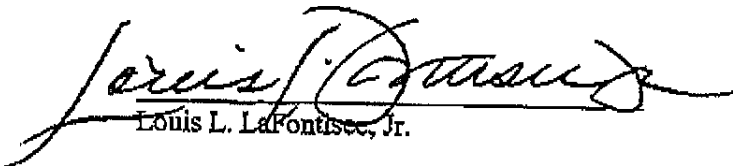
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ARTICLE IX - SUBSCRIBERS

The name and address of the person signing these Articles is:

Louis L. LaFontisee, Jr.
3121 Commodore Plaza
Suite 301
Miami FL 33133

IN WITNESS WHEREOF, the subscriber to these Articles of Incorporation has hereunto set his hand and seal this 2 day of March, 1999.


Louis L. LaFontisee, Jr.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.:

FIRST: ABC SUNSET PROPERTIES, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Miami, Florida, has named:

LOUIS L. LaFONTISEE, JR.

as its agent to accept service of process within this state.

ACKNOWLEDGMENT: Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree with the provisions of said Act relative to keeping open said office.


Louis L. LaFontisee, Jr.

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