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Florida Department of State
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SECRETARY OF STATE
KATHERINE HARRIS
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Sunrise Ventures of Pensacola, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
SUNRISE VENTURES OF PENSACOLA, INC.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this corporation is SUNRISE VENTURES OF PENSACOLA, INC., and its principal office is located at 701 Pensacola Beach Boulevard, Pensacola Beach, Florida 32561, and its mailing address is the same.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing upon the date of filing of these Articles of Incorporation.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$.10 par value common stock, all of one class and series.

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Jill K. Satterwhite, Esq.
Emmanuel, Sheppard & Condon
30 South Spring Street
Pensacola, FL 32501
Florida Bar No. 0095478
(850) 433-6581 (phone)
(850) 434-7163 (fax)

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ARTICLE VPREEMPTIVE RIGHTS

Every shareholder upon the sale 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 share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

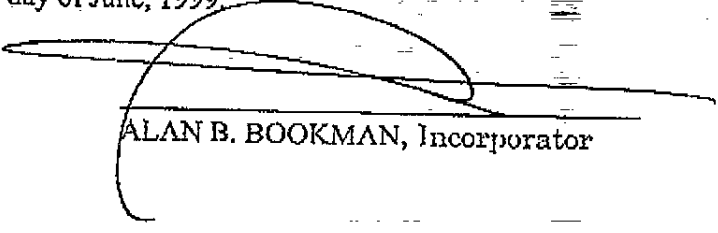
ARTICLE VIINITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 30 South Spring Street, Pensacola, Florida 32501, and the name of this corporation's initial registered agent is Alan B. Bookman.

ARTICLE VIIINCORPORATORS

The name and address of the incorporator is Alan B. Bookman, 30 South Spring Street, Pensacola, Florida 32501.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of June, 1999



ALAN B. BOOKMAN, Incorporator

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STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 10 day of June, 1999, by ALAN B. BOOKMAN, who personally appeared before me and who is personally known to me or who has produced driver's license as identification.

Jill K. Satterwhite
Notary Public, State of Florida

(AFFIX OFFICIAL SEAL)



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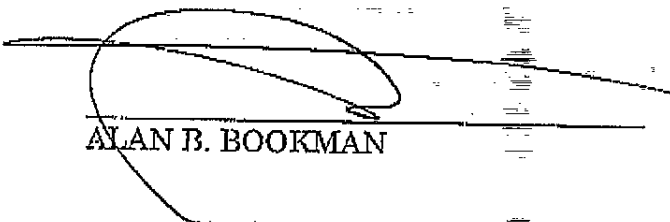
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Alan B. Bookman, am familiar with and hereby accept the appointment as Registered Agent for Sunrise Ventures of Pensacola, Inc., as set forth in the Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal
this 10 day of June, 1999.


ALAN B. BOOKMAN

PAUSERS\JIKS\SUNRISE VENTURES\ARTICLES OF INC.wpd

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