



THE UNITED STATES
CORPORATION
COMPANY

P990006/230

99 JUL -8 AM 8:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 301090 7113106

AUTHORIZATION :

Patricia Piggett

COST LIMIT : \$ 78.75

ORDER DATE : July 8, 1999

ORDER TIME : 3:56 PM

ORDER NO. : 301090-005

CUSTOMER NO: 7113106

500002926795--7

CUSTOMER: Charles M. Roberts, Esq
ROBERTS & ENGVALSON, P.A.
ROBERTS & ENGVALSON, P.A.
1920 Victoria Avenue

Fort Myers, FL 33901

DOMESTIC FILING

NAME: SUNDOWN GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

PH 7/9/99

RECEIVED
99 JUL -8 PM 4:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SUNDOWN GROUP, INC.

FILED
99 JUL -8 AM 8: 57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is SUNDOWN GROUP, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation is 4929 SW 11th Avenue, Cape Coral, FL 33914

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100).

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent is Kenneth W. Wood, 4929 SW 11th Avenue, Cape Coral, Florida 33914.

ARTICLE V. INCORPORATOR.

The names and street addresses of the incorporators to these articles of incorporation are: Kenneth W. Wood-4929 Southwest 11th Avenue, Cape Coral, Florida 33914, and Geraldine M. Drnek-4929 Southwest 11th Avenue, Cape Coral, Florida 33914.

ARTICLE VI. DURATION.

The duration of the corporation is perpetual.

ARTICLE VII. PURPOSE.

The general purposes for which the corporation is organized are the following:

(a) to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way;

(b) to do such other things as are incidental to the purposes of the corporation which are necessary or desirable in order to accomplish them;

(c) to conduct the business as a listing agent.

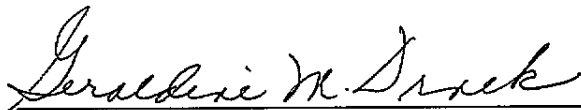
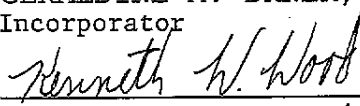
ARTICLE VIII. INITIAL BOARD OF DIRECTORS.

The number of directors constituting initial Board of Directors is one (1). The number of directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial director of the corporation is as follows: Kenneth W. Wood, 4929 SW 11th Avenue, Cape Coral, Florida 33914, and Geraldine M. Drnek, 4929 SW 11th Avenue, Cape Coral, Florida 33914.

ARTICLE IX. AMENDMENT.

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and any right conferred upon a shareholder is subject to this reservation.

The undersigned have executed these Articles of Incorporation on June 30th, 1999.


GERALDINE M. DRNEK, President
Incorporator

KENNETH W. WOOD, Vice President
Incorporator

FILED

99 JUL -8 AM 8: 57

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

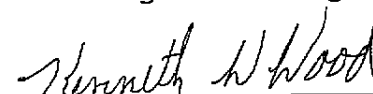
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is SUNDOWN GROUP, INC.
2. The name of the registered agent is KENNETH W. WOOD.
3. The address of the registered agent/registered office is 4929 SW 11th Avenue, Cape Coral, Florida 33914.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



KENNETH W. WOOD

Date: June 30, 1999