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July 16, 1999

Florida Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

800002935408--0  
-07/19/99--01130--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Sunshine Bay Land Company, Inc.

Dear Sirs:

Enclosed please find a check in the amount of \$78.75 for filing the Articles of Incorporation and a certified copy of same for Sunshine Bay Land Company, Inc. Please return the certified copy in the enclosed self addressed stamped envelope.

Please process at your earliest convenience. If you have any questions, please do not hesitate to call.

Sincerely,

ALFORD, BARBER & MARIANI

Jennifer M. Tolksom  
Legal Assistant

FILED  
99 JUL 19 AM 8:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
SUNSHINE BAY LAND COMPANY, INC.

**FILED**

99 JUL 19 AM 8:28

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I

NAME

The name of the corporation is SUNSHINE BAY LAND COMPANY, INC.. and its mailing address is 8639 North Himes Avenue #2817, Tampa, FL 33614.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of Florida.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 100 shares of no par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8639 North Himes Avenue, #2817, Tampa, FL 33614 and the name of the initial registered agent of this corporation at that address is Charles A. Courter.

**ARTICLE VI**

**INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

<b><u>Name</u></b>	<b><u>Address</u></b>
Rodney M. Cocuzza	17 Philips Mill Drive Middletown, NJ 07748

**ARTICLE VII**

**INCORPORATOR**

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

<b><u>Name</u></b>	<b><u>Address</u></b>
Rodney M. Cocuzza	17 Philips Mill Drive Middletown, NJ 07748

**ARTICLE VIII**

**CUMULATIVE VOTING**

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

**ARTICLE IX**

**PREEMPTIVE RIGHTS**

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

**ARTICLE X**

**INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XI**

**BYLAWS**


The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

**ARTICLE XII**

**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned have signed these Articles of Incorporation on the 14<sup>th</sup> day of July, 1999.

  
Rodney M. Cocuzza

STATE OF NEW JERSEY  
COUNTY OF Monmouth

SWORN TO AND SUBSCRIBED before me, this 14<sup>th</sup> day of July, 1999, by Rodney M. Cocuzza, who is personally known to me or who has produced \_\_\_\_\_ as satisfactory evidence of identification.

Dawn V. Triano  
Notary Public - State of New Jersey

DAWN V TRIANO  
Print Name of Notary  
My Commission Expires: 8/22/99

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of SUNSHINE BAY LAND COMPANY, INC. which is contained in the foregoing Articles of Incorporation.

Dated this 15 day of JULY, 1999.

Charles A. Courter  
Charles A. Courter

**FILED**  
99 JUL 19 AM 8:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA