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ATTORNEYS AT LAW

46 NORTH WASHINGTON BOULEVARD, SUITE 1

SARASOTA, FLORIDA 34236

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August 24, 1999

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee FL 32314

Re: Sunwalk, Inc.

600002971166--4  
-09/26/99--01068--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

We are enclosing Articles of Incorporation for the subject corporation together with our firm check in the amount of \$78.75 to cover the following fees:

\$35.00 - Filing Fee  
8.75 - One Certified Copy  
35.00 - Registered Agent

Once the Articles have been filed, please return a certified copy of the Articles together with your letter of acknowledgment to me in the enclosed self-addressed, stamped envelope.

If there is a problem with the enclosed filing, please contact me.

Thank you for your assistance in this matter.

Very truly yours,

LIVINGSTON, PATTERSON,  
STRICKLAND & WEINER, P.A.

*April A. Haley*  
April A. Haley  
Corporate Legal Assistant

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 AUG 26 PM 1:42

FILED

D. BROWN AUG 31 1999

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99 AUG 26 PM 1:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF  
SUNWALK, INC.

Article I - Name

The name of this corporation is Sunwalk, Inc.

Article II - Capital Stock

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

Article III - Mailing Address and Principal Office

The mailing address and principal office of the corporation is 46 N. Washington Blvd., #1, Sarasota, Florida 34236.

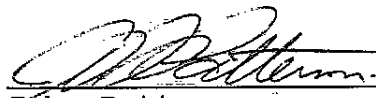
Article IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 46 North Washington Blvd., #1, Sarasota, Florida, 34236 and the name of the initial registered agent of this corporation at that address is John Patterson.

Article V - Incorporator

The name and address of the person signing these Articles is John Patterson, 46 North Washington Blvd., #1, Sarasota, Florida, 34236.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24th day of August, 1999.

  
\_\_\_\_\_  
John Patterson  
Incorporator

sunwalk\article\incorporation

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**NOTICE OF APPOINTMENT OF REGISTERED AGENT,  
ACCEPTANCE, AND DESIGNATION OF CORPORATE OFFICE**

The undersigned, JOHN PATTERSON, having a street address of 46 N. Washington Blvd., #1, Sarasota, Florida 34236, having been appointed by the directors of SUNWALK, INC., as registered agent, states as follows:

1. The address of the registered agent shall be 46 North Washington Boulevard, Suite 1, Sarasota, Florida 34236, and shall notify the Department of State of any change in address of this office or the name of the registered agent at this address.

2. He accepts the appointment and consents to serve as registered agent of the corporation pursuant to Section 617.023, Florida Statutes.

  
JOHN PATTERSON

sunwalk\ra.acceptance