

CAPITAL CONNECTION, INC.

E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P99000106186

First Florida Sunrise Associates
Limited Partner, Inc.

500003062945--9
-12/08/99--01025--015
****157.50 ****78.75

✓ Art of Inc. File Cert.

LTD Partnership File _____

Foreign Corp. File _____

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

Cert. Copy _____

Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

Courier _____

Signature _____

Requested by: LM 12/8 9:09am

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

FILED
RECEIVED

99 DEC -8 AM 11:09
99 DEC -8 AM 9:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CB
12-8-99
4

*Name of person
B.E.*

ARTICLES OF INCORPORATION

OF

FIRST FLORIDA SUNRISE ASSOCIATES LIMITED PARTNER, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of this Corporation is:

FIRST FLORIDA SUNRISE ASSOCIATES LIMITED PARTNER, INC.

ARTICLE II: PRINCIPAL OFFICE

The street address of the initial principal office is:

515 East Las Olas Blvd.
Suite 900
Ft. Lauderdale, Florida 33301

The mailing address of this Corporation is:

515 East Las Olas Blvd.
Suite 900
Ft. Lauderdale, Florida 33301

FILED
99 DEC -8 AM 11:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of one (\$1.00) dollar per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent of the Corporation is:

Harold L. Lewis, Esq.
Suite 2400, One Biscayne Tower
Two South Biscayne Boulevard
Miami, Florida 33131

ARTICLE V: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Harold L. Lewis, Esq.
Suite 2400, One Biscayne Tower
Two South Biscayne Boulevard
Miami, Florida 33131

ARTICLE VI: POWERS

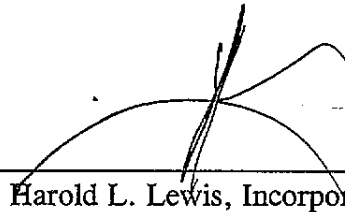
The Corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the laws of the State of Florida.

ARTICLE VII: GENERAL PROVISIONS

(a) A director of the Corporation may transact business, borrow, lend or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

(b) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under any By-Laws, agreements, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and is to continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

The undersigned has executed these Articles of Incorporation this 7th day of December, 1999.



Harold L. Lewis, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the Corporation mentioned below, 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:
FIRST FLORIDA SUNRISE ASSOCIATES LIMITED PARTNER, INC.
2. The name and address of the registered agent and office is Harold L. Lewis, Suite 2400, One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.



Harold L. Lewis

Dated: December 7, 1999

m:\clients2\amsi\sunrise\docs\articles2.doc

FILED
99 DEC -8 AM 11:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA