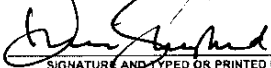


FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

06 MAY 26 AM 9:48

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                      |                                                                                                                               |                                                              |                                                                                               |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|-----------------------------------------------------------------------------------------------|--|
| <b>DOCUMENT # F00000005349</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                      |                                              |                                                              | <b>SECRETARY OF STATE<br/>DIVISION OF CORPORATIONS</b>                                        |  |
| <b>1. Entity Name</b><br>SHEPHERD MANAGEMENT INCORPORATED                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                      | <b>06 MAY 26 AM 9:48</b>                                                                                                      |                                                              |                                                                                               |  |
| <b>Principal Place of Business</b><br>3800 PIA PESCADOR<br>CAMARILLO, CA 93011                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                      | <b>Mailing Address</b><br>P.O. BOX 1305<br>CAMARILLO, CA 93011                                                                |                                                              |                                                                                               |  |
| <b>2. Principal Place of Business</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                      | <b>3. Mailing Address</b>                                                                                                     |                                                              |             |  |
| Suite, Apt. #, etc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                      | Suite, Apt. #, etc.                                                                                                           |                                                              | 03102006 Chg-P CR2E034 (11/05)                                                                |  |
| City & State                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                      | City & State                                                                                                                  |                                                              | <b>4. FEI Number</b><br>65-0013805                                                            |  |
| Zip                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                      | Country                                                                                                                       |                                                              | <input type="checkbox"/> <b>Applied For</b><br><input type="checkbox"/> <b>Not Applicable</b> |  |
| <b>6. Name and Address of Current Registered Agent</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                      | <b>7. Name and Address of New Registered Agent</b>                                                                            |                                                              |                                                                                               |  |
| BOYLE, CONRAD J ESQ.<br>500 EAST BREVARD BOULEVARD, SUITE 2950<br>FORT LAUDERDALE, FL 33394                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                      | Name<br>Street Address (P.O. Box Number is Not Acceptable)<br>City FL Zip Code                                                |                                                              |                                                                                               |  |
| <b>8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.</b>                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                      |                                                                                                                               |                                                              |                                                                                               |  |
| SIGNATURE _____ DATE _____<br><small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)</small>                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                      |                                                                                                                               |                                                              |                                                                                               |  |
| <b>FILE NOW!!! FEE IS \$150.00<br/>After May 1, 2006 Fee will be \$550.00</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                      | <b>9. Election Campaign Financing</b><br>Trust Fund Contribution. <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b> |                                                              |                                                                                               |  |
| <b>10. OFFICERS AND DIRECTORS</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                      |                                                                                                                               | <b>11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11</b> |                                                                                               |  |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | CP<br>SHEPHERD, DENNIS L<br>3800 PIA PESCADOR<br>CAMARILLO, CA 93011 | <input type="checkbox"/> Delete                                                                                               | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP               | 800075894608<br>06/06/06--01060--011 **1350.00                                                |  |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | D<br>SHEPHERD, LARRY D<br>3800 PIA PESCADOR<br>CAMARILLO, CA 93011   | <input type="checkbox"/> Delete                                                                                               | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP               | <input type="checkbox"/> Change <input type="checkbox"/> Addition                             |  |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                      | <input type="checkbox"/> Delete                                                                                               | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP               | <input type="checkbox"/> Change <input type="checkbox"/> Addition                             |  |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                      | <input type="checkbox"/> Delete                                                                                               | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP               | <input type="checkbox"/> Change <input type="checkbox"/> Addition                             |  |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                      | <input type="checkbox"/> Delete                                                                                               | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP               | <input type="checkbox"/> Change <input type="checkbox"/> Addition                             |  |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                      | <input type="checkbox"/> Delete                                                                                               | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP               | <input type="checkbox"/> Change <input type="checkbox"/> Addition                             |  |
| <b>12. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.</b> |                                                                      |                                                                                                                               |                                                              |                                                                                               |  |
| <b>SIGNATURE:</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                      | DENNIS SHEPHERD                                                                                                               |                                                              | 5/8/06 805-389-1141                                                                           |  |
| <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR</small>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                      | <small>Date</small>                                                                                                           |                                                              | <small>Daytime Phone #</small>                                                                |  |