

ACCOUNT NO. : 07210000032

REFERENCE: 626878

COST LIMIT: \$ 70.00

ORDER DATE_: December 8, 1997

ORDER TIME: 5:19 PM

ORDER NO. : 626878-005

700002366527--9

CUSTOMER NO: 8938A

CUSTOMER: Laurie Dean, Legal Assistant

ROBERT L. SHEAR, ESQ

2790 Sunset Point Road

Clearwater, FL 33759

DOMESTIC FILING

NAME:

SHADAVRUS CAPITAL TRUST, INC.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION ____ CERTIFICATE OF LIMITED PARTNERSHIP

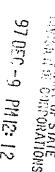
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

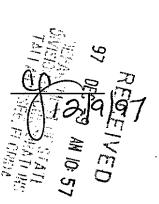
CERTIFIED COPY
XXXXX PLAIN STAMPED COPY

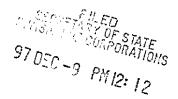
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:







ARTICLES OF INCORPORATION

OF -

SHADAVRUS CAPITAL TRUST, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SHADAVRUS CAPITAL TRUST, INC.

The address of the principal office of this corporation shall be 3343 Hyde Park Drive, Clearwater, Florida 33761, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2790 Sunset Point Road, Clearwater, Florida 33759, and the name of the initial registered agent of the corporation at that address is Robert L. Shear.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and addresses of the initial officers of
the corporation who shall hold office for the first year
of the corporation, or until their successors are elected
or appointed are:

Carl Marcocci Pres./Sec./Treas./Dir.

- 3343 Hyde Park Drive Clearwater, Florida 33716

ARTICLE VII. INCORPORATOR

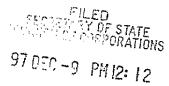
The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301 IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on December 9, 1997.

CORPORATION SERVICE COMPANY

Its Agent, Karen B/ Rozar

SKD/sle



ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

ROBERT L. SHEAR, an individual residing in this state having a business office indentical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Name: ROH

ROBERT L. SHEAR