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M. S. MARLIN, P.A.
ATTORNEYS AT LAW

M.S. MARLIN
GARY R. MARLIN

SUITE 303
250 CATALONIA AVENUE
CORAL GABLES, FLORIDA 33134
AREA CODE 305, TELEPHONE 442-8228
FAX 305-446-7838

September 28, 1998

SECRETARY OF STATE
DIVISION OF CORPORATIONS
409 East Gaines St.
Tallahassee, Florida 32399

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****122.50 ****78.75

RE: SHERITA, INC.

Dear Sir:

Enclosed please find the following pertaining to the above corporation:

1. Original and one copy of Articles of Incorporation.
2. Resident Agent Form.
3. My trust account check, made payable to you, in the sum of \$122.50.

Kindly forward the Certificate of Incorporation back to my office at your earliest convenience.

Thank you.

Yours truly,


GARY R MARLIN

GRM:tm

Encls.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION
OF
SHERITA, INC.**

ARTICLE I

NAME

The name of this corporation is:

SHERITA, INC.

ARTICLE II

DURATION

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

This corporation is organized for the following purposes: To transact any and all lawful business.

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TALLAHASSEE, FLORIDA

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue is 100 shares, no par value.

All stock when issued shall be fully paid and non-assessable. The entire capital stock, or any portion thereof, may be paid for in cash, property, labor or services, or a consideration having in the judgment of the Board of Directors of the corporation a value at least equal to the full value of the stock to be issued.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 250 Catalonia Avenue, Suite 303, Coral Gables, Florida, 33134, and the name of initial registered agent of this corporation at that address is GARY R MARLIN.

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 By-Laws but shall never be less than one.

The name and address of the initial director of this corporation is:

GARY R MARLIN
250 Catalonia Avenue
Suite 303
Coral Gables, FL 33134

ARTICLE VII
INCORPORATORS

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

GARY R MARLIN
250 Catalonia Avenue
Suite 303
Coral Gables, FL 33134

ARTICLE VIII
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of and the mailing address of this corporation shall be: 250 Catalonia Avenue, Suite 303, Coral Gables, Florida, 33134.

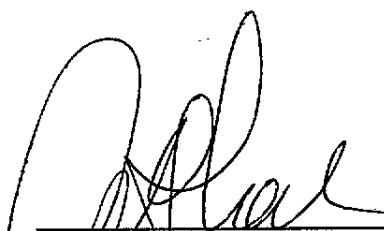
ARTICLE IX
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

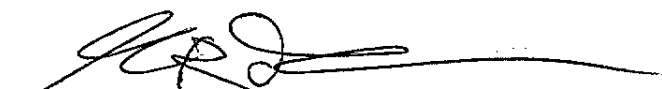
**ARTICLE X
AMENDMENTS**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in the manner provided for by law.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of September 1998.



WITNESS *MS. MARLIN*



GARY R MARLIN - SUBSCRIBER



WITNESS *TOBY MARLIN*

CERTIFICATE DESIGNATING INITIAL OFFICE OF CORPORATION FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING INITIAL RESIDENT AGENT UPON WHOM PROCESS MAY BE SERVED

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT: SHERITA, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, HAS DESIGNATED THE STREET ADDRESS OF THE INITIAL OFFICE OF THIS CORPORATION AS BEING 250 CATALONIA AVENUE, SUITE 303, CORAL GABLES, FLORIDA, 33134. THE NAME OF THE INITIAL RESIDENT AGENT OF THIS CORPORATION AT THAT ADDRESS IS: GARY R MARLIN. HAVING BEEN NAMED AS INITIAL RESIDENT AGENT FOR THE ABOVE STATED CORPORATION, AT THE INITIAL OFFICE OF THE CORPORATION DESIGNATED ABOVE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

BY: _____

GARY R MARLIN
INITIAL RESIDENT AGENT

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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