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LEWIS R. SHAFER, P.A.

ATTORNEYS AND COUNSELORS AT LAW

GLADES TWIN PLAZA
2300 GLADES ROAD
WEST TOWER - SUITE 400
BOCA RATON, FLORIDA 33431

LEWIS R. SHAFER*

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*ALSO ADMITTED NY & NJ BAR

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December 31, 1998

AIRBORNE EXPRESS

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

000002729180--6

-01/04/99--01084--017

*****131.25 *****87.50

EFFECTIVE DATE

1-1-99

Re: SHAFER & ASSOCIATES, P.A.

Dear Sir or Madam:

Enclosed is an original and one copy of Articles of Incorporation for the above-captioned corporation. Please file the original Articles. Please return to me a certified copy of same, together with a Certificate Under Seal. I am providing a pre-addressed, stamped envelope for your convenience in returning to me the filed Articles.

The following are fees needed to incorporate the above-mentioned corporation:

\$ 35.00	Filing Fee
52.50	Certified Copy of Articles
35.00	Registered Agent Designation
<u>8.75</u>	Certificate of Status
\$ 131.25	

Thank you in advance for your courtesy and cooperation in the filing of this corporation.

Very truly yours,

LEWIS R. SHAFER
LRS/mjl
Enclosures

FILED
99 JAN -4 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JAN 6 1999

FILED
99 JAN -1 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SHAHER & ASSOCIATES, P.A.

ARTICLE I-NAME

EFFECTIVE DATE
1-1-99

The name of this corporation, formed under the provisions of Section 621, Florida Statutes, is SHAHER & ASSOCIATES, P.A.

ARTICLE II-PRINCIPLE OFFICE

The principal office and mailing address of this corporation is:

2300 Glades Road
West Tower-Suite 400
Boca Raton, Florida 33431

ARTICLE III-PURPOSE

This corporation is organized for the purposes of (i) engaging in every phase and aspect of rendering legal services which persons licensed to practice law are authorized to render, and (ii) doing everything necessary or appropriate and proper for the accomplishment of this corporation's business, either alone or in association with other persons, firms, or entities. The foregoing shall not be deemed to limit or restrict in any manner the general powers of this corporation, and the enjoyment and exercise thereof as conferred by the laws of the State of Florida upon corporations organized to provide legal services under the provisions of Chapter 621, Florida Statutes (as it now exists or is hereafter amended), including, without limitation, the power to invest funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and the power to own real and personal property necessary for the rendering of its legal services.

ARTICLE IV-CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Hundred (100) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

2300 Glades Road
West Tower-Suite 400
Boca Raton, Florida 33431

and the name and address of the initial registered agent of this corporation is:

<u>Name</u>	<u>Address</u>
LEWIS R. SHAFER	2300 Glades Road West Tower-Suite 400 Boca Raton, Florida 33431

ARTICLE VI-COMMENCEMENT

The existence of this corporation shall commence as of 12:01 a.m., on January 1, 1999.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than one. The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
LEWIS R. SHAFER	2300 Glades Road West Tower-Suite 400 Boca Raton, Florida 33431

ARTICLE VIII-INCORPORATOR

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

<u>Name</u>	<u>Address</u>
LEWIS R. SHAFER	2300 Glades Road West Tower-Suite 400 Boca Raton, Florida 33431

ARTICLE IX-BY LAWS

The power to alter, amend, or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.


ARTICLE X-INDEMNIFICATION

This corporation shall indemnify any officer, director, or any former officer or director of this corporation to the fullest extent permitted by law.

ARTICLE XI-AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof, and in acceptance of his appointment as registered agent therein as of the 31st day of December, 1998.


LEWIS R. SHAFER, Incorporator
and Registered Agent

This instrument prepared by:

LEWIS R. SHAFER, ESQUIRE
Florida Bar No: 947857
LEWIS R. SHAFER, P.A.
2300 Glades Road
West Tower-Suite 400
Boca Raton, Florida 33431

FILED
99 JAN -4 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA