

LAW OFFICE
EUGENE MICHAEL KENNEDY, P.A.
517 S.W. 1st AVENUE, FORT LAUDERDALE, FLORIDA 33301

TELEPHONE: (954) 524-4155

FACSIMILE: (954) 524-4169

P99000100184

November 10, 1999

By Federal Express

Secretary of State
State of Florida
Division of Corporations
Post Office Box 6367
Tallahassee, FL 32314

Re: Shaffco Group, Inc.

~~SECRET~~
*****78.75 *****78.75

Dear Sir/Madame:

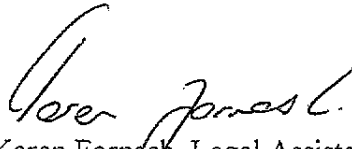
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Enclosed please find an original plus one copy of the Articles of Incorporation for Shaffco Group, Inc. for filing with the State. Upon filing, please stamp the second copy of the Articles and return them, along with a Certificate of Standing to the undersigned in the stamped, addressed return envelope enclosed for your convenience.

A check in the amount of \$78.75 is enclosed to cover the fees incurred with this request.

Should you have any questions regarding any of the foregoing, please advise.

Yours truly,


Karen Fornash, Legal Assistant
to Eugene Michael Kennedy, Esq.

RECEIVED
NOV 12 AM 10:54
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

SHAFFCO GROUP, INC.

99 NOV 12 AM 10:54
TALLAHASSEE, FLORIDA
STATE

KNOW ALL MEN BY THESE PRESENTS: That the undersigned person, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be **SHAFFCO GROUP, INC.**, and the corporation's address is **c/o 517 Southwest 1st Avenue, Ft. Lauderdale, Florida 33301.**

ARTICLE II - DURATION OF EXISTENCE

This corporation shall exist perpetually, commencing on the date these Articles are filed in the Office of the Secretary of State.

ARTICLE III - GENERAL PURPOSE

The purpose of this corporation is to engage in any activities or lawful business permitted for corporations under both the laws of the United States of America and the State of Florida.

And, in general, to carry on any other business or activity whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

And, further, to borrow or raise money for any purposes of the Company, and to secure the same interest, or for other purpose, to mortgage all or any part of the property corporeal or incorporeal rights or franchises of this Company now owned or hereinafter acquired, and to create,

issue, draw and accept and negotiate bonds and mortgage, bills of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE IV - CAPITAL STOCK

(I) The corporation shall have authority to issue Seven Thousand (7,000) shares of Common Stock, all of one class, with a par value of one dollar (\$1.00) per share.

(II) All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of stock to be issued as hereinafter set forth, and when so issued, shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive and binding upon the present subscribers or future stockholders of the corporation.

ARTICLE V - REGISTERED OFFICE AND AGENT

The address of the initial registered office is 517 Southwest 1st Avenue, Ft. Lauderdale, Florida 33301, and the name of its initial registered agent is Eugene M. Kennedy.

ARTICLE VI - BOARD OF DIRECTORS

(I) The corporation shall have a minimum of 1 director, and shall have 1 director initially. The number of directors may be increased from time to time by amendment of the Bylaws.

(II) The name and address of the person who is to serve as director until the first annual meeting of the shareholders or until his successors are elected and qualified is:

Glenn Shaffren
1762 American Walk
Lawrenceville, Georgia 30043

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the corporation is:

Glenn Shaffren
1762 American Walk
Lawrenceville, Georgia 30043

ARTICLE VIII - LIABILITY AND INDEMNIFICATION

(I) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the Corporation to produce a judgment in its favor, no indemnification shall be made in respect of any claim, issue or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by seventy-five percent (75%) vote of disinterested

directors, that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the Corporation in advance of the final disposition of any action, suit or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of any undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the Corporation as authorized in the section.

(II) The Corporation shall also indemnify any director, officer, employee or agent who has been successful on the merits or otherwise, in defense of any action, suit or proceeding, or in defense of any claim, issue or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee or agent met any appropriate standard of conduct.

(III) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

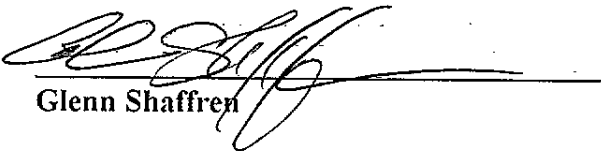
(IV) In addition to the indemnification provided for herein, the Corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

(V) If any expenses or other amounts are paid by way of indemnification, otherwise than by

court order or action by the stockholders or by an insurance carrier pursuant to insurance maintained by the Corporation, the Corporation shall, not later than the time of delivery to the stockholders of written notice of the next annual meeting, unless such meeting is held within three (3) months from the date of such payment, deliver by mail to each stockholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment, of the litigation or threatened litigation.

(VI) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have authority to indemnify him against such liability under the provisions of these articles, or under law.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 10th day of November, 1999.

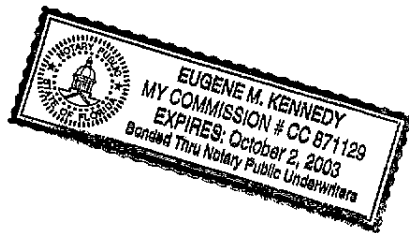

Glenn Shaffren

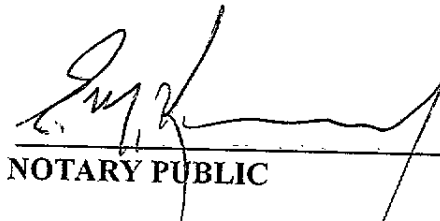
STATE OF FLORIDA : SS

COUNTY OF BROWARD : SS

BEFORE ME the undersigned authority, personally appeared, Glenn Shaffren, who,
 is personally known to me, or
 did produce _____
as identification, and who subscribed the above Articles of Incorporation, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed to the same for the uses and purposes therein mentioned and set forth, and he did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County last aforesaid, this 10th day of November, 1999.





NOTARY PUBLIC

EUGENE M. KENNEDY
(Print Name)

My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF SERVICE
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING, AGENT
UPON WHOM PROCESS MAY BE SERVED**

99 NOV 12 AM 10:54
FILED
TALLAHASSEE, FLORIDA

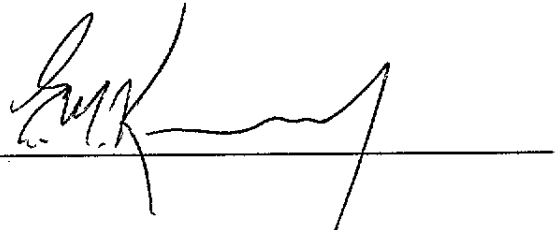
In compliance with Section 48.091, Florida Statutes, the following is submitted:

That SHAFFCO GROUP, INC. desiring to organize under the laws of the State of Florida, has named Eugene M. Kennedy, 517 Southwest 1st Avenue, Ft. Lauderdale, Florida 33301, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Eugene M. Kennedy, Esq.
Registered Agent



Dated: November 10, 1999