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P99000099972

October 26, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

000003030300--2
-11/01/99-01059-020
*****78.75 *****78.75

Dear Secretary of State:

I am enclosing the filing fee for the proposed corporation, Shaddows, Inc. as follows:

\$35.00	Filing Fee
\$35.00	Designation of Registered Agent
<u>\$ 8.75</u>	Certified Copy
\$78.75	Total

FILED
99 NOV 15 PM 3:06
TALLAHASSEE, FLORIDA

Sincerely,

Charles H. Netter, Esquire
89240 Overseas Highway, Suite 1
Plantation Key, FL 33070
Telephone: (305) 852-0893

CHN/tmk

P.S. A self-addressed stamped envelope is enclosed for forwarding the executed documents.

W-25414
ajc
11/13



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 3, 1999

CHARLES H. NETTER, ESQ.
89240 OVERSEAS HWY., STE. 1
PLANTATION KEY, FL 33070

SUBJECT: SHADDOW, INC.
Ref. Number: W99000025414

We have received your document for SHADDOW, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum
Document Specialist

Letter Number: 899A00053201

To: Alan Crum
FROM: Charles H. Netter, Esquire
Date: 11-11-99

Enclosed is the corrected document for SHADDOW.C, INC, as per our telephone conversation of 11-10-99. If this meets with your approval please proceed with the filing of this corporation.

Thank you.

ARTICLES OF INCORPORATION

OF

SHADOW, C, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

SHADOW, C, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be:

408 Duval Street
Key West, Florida 33040

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

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To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having a par value of \$1.00 per share

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

Shares of Stock in this Corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by the board of directors.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

Yoram Biton
408 Duval Street
Key West, FL 33040

ARTICLE VII

The initial board of Directors shall consist of a total of ~~1~~³ person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

Yoram Biton
408 Duval Street
Key West, FL 33040

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation shall be:

Yoram Biton
408 Duval Street
Key West, FL 33040

The undersigned has executed these Articles of Incorporation this 27th day of October, 1999.



INCORPORATOR

TALLAHASSEE, FLORIDA
STATE

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that SHADOW, C, INC.
(Name of Corporation)

desiring to organize under the laws of the State of FLORIDA
(Florida)

with its principal office, as indicated in the articles of incorporation has named Yoram Biton
(Name of Registered Agent)

located at 408 Duval Street

City of Key West, FL 33040 County of Monroe
(City) (County)

State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 