

702000106544

P. SHARP, INC.

210 S E 8TH AVE BAY 1
BOYNTON BEACH, FL 33435

SEPTEMBER 25, 2002

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-09/30/02--01047--014
*****70.00 *****70.00

Secretary of State
Capitol Building
Tallahassee, FL 32304

Attention: Corporation Division

RE: P. SHARP, INC.

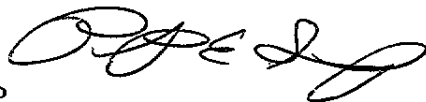
Dear Sir or Madam,

Please accept for filing, the Articles of Incorporation and the Resident Agent form which designates the Resident Agent for the above-captioned corporation. Enclosed is our check in the amount of \$70.00 to cover the following fees:

Filing Original Articles of Incorporation	\$35.00
Resident Agent Fee	35.00
Total	\$70.00

Cordially,

PHIL SHARP



FILED
02 SEP 30 AM 10:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Bm 10/3

CERTIFICATE OF INCORPORATION

-OF-
P. SHARP, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is P. SHARP, Inc.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1,000,000, all of which shall be common shares with par value of \$0.01.

ARTICLE V. REGISTERED OFFICE

The street address and mailing address of the principal place of business is 210 SE 8TH AVE BAY1 BOYNTON BEACH, FL 33435 and the street address of the initial registered office of the corporation is 210 SE 8TH AVE BAY1 BOYNTON BEACH, FL 33435 and the name of the initial registered agent is PHIL SHARP.

ARTICLE VI. DIRECTORS

The Board of Directors of the corporation shall consist of five members, but may be increased or decreased by a resolution of the Board of Directors adopted in the manner provided in the Bylaws of the corporation, provided that in no event shall the Board of Directors consist of less than one member.

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TALLAHASSEE, FLORIDA

The names and addresses of the Directors which constitutes the first Board of Directors of the Corporation is:

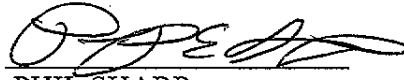
<u>NAME</u>	<u>ADDRESS</u>
PHIL SHARP	210 S E 8 TH AVE BAY 1 BOYNTON BEACH, FL 33435

ARTICLE VII. INCORPORATORS

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

<u>NAME</u>	<u>ADDRESS</u>
PHIL SHARP	210 SE 8 TH AVE BAY1 BOYNTON BEACH, FL 33435

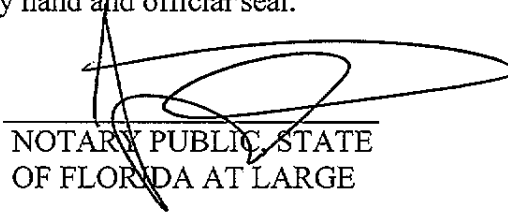
IN WITNESS WHEREOF, the undersigned have subscribed their name this
25th day of September 2002.

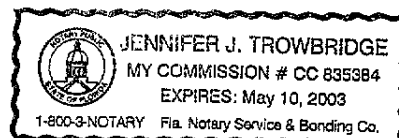

PHIL SHARP

STATE OF FLORIDA)
 :SS
COUNTY OF PALM BEACH)

On this 25th day of September 2002, before me, the undersigned officer, personally appeared as PHIL SHARP, known to me to be the persons whose name is subscribed to the within instrument, and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.


NOTARY PUBLIC, STATE
OF FLORIDA AT LARGE



STATE OF FLORIDA

SECRETARY OF STATE

Certificate designating place of business or domicile for the service of process within this state, naming agent upon whom process may be served and names and addresses of the officers and directors.

PHIL SHARP, Inc.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

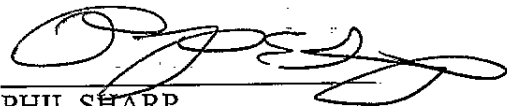
PHIL SHARP, Inc, a corporation organized under the laws of the state of Florida, with its principal office at has named 210 SE 8TH AVE BAY 1 BOYNTON BEACH, FL 33435, County of PALM BEACH, as its agent to accept service of process within this state.

<u>OFFICER</u>	<u>TITLES</u>	<u>SPECIFIC ADDRESSES</u>
PHIL SHARP	PRESIDENT/DIR.	210 SE 8 TH AVE BAY 1 BOYNTON BEACH, FL 33435

ACCEPTANCE

I agree as Resident Agent to accept service of process: to keep this office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous Place in the office as required by law.

DATED: 9/25/02


PHIL SHARP

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA