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\* BOARD CERTIFIED IN REAL ESTATE  
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January 14, 2000

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

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-01/24/00--01006--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Shaw Investment Advisors, Inc.

To Whom It May Concern:

Enclosed are an original and one copy of Articles of Incorporation of **Shaw Investment Advisors, Inc.**, and a check for \$78.75 to cover the filing fee, registered agent designation fee and the certified copy fee. Please send to me a certified copy of the filed Articles of Incorporation.

If you have any questions, please do not hesitate to call me.

Sincerely,

L.M. Ploucha

LMP/nlc  
Enclosures

cc: James L. Shaw, E.A., A.S.A. (w/encl.)

FILED  
00 JAN 24 PM 5:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**SHAW INVESTMENT ADVISORS, INC.**

FILED  
00 JAN 24 PM 5:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I.**  
**CORPORATE NAME**

The name of this Corporation shall be:

SHAW INVESTMENT ADVISORS, INC.

**ARTICLE II.**  
**MAILING ADDRESS AND PRINCIPAL OFFICE**

The Corporation's mailing address and principal office is:

7700 North Kendall Drive  
Suite 710  
Miami, Florida 33156

**ARTICLE III.**  
**NATURE OF CORPORATE BUSINESS**

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

**ARTICLE IV.**  
**CAPITAL STOCK**

This Corporation is authorized to issue a maximum of seven thousand five hundred (7,500) shares of stock. The shares of stock authorized shall be common stock having a par value of One (1)

Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

L.M. Ploucha, Esq.  
c/o Atkinson, Diner, Stone,  
Mankuta & Ploucha, P.A.  
1946 Tyler Street  
Hollywood, Florida 33020

ARTICLE VI.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by Bylaws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.

INITIAL DIRECTOR

The name and post office address of the first Director of the Corporation is:

<u>Name</u>	<u>Address</u>
JAMES L. SHAW	7700 North Kendall Drive Suite 710 Miami, Florida 33156

The first Director shall hold office until the first annual meeting of the Stockholders of the Corporation.

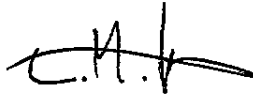
ARTICLE VIII.

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

<u>Incorporator</u>	<u>Address</u>
L.M. PLOUCHA	c/o Atkinson, Diner, Stone, Mankuta & Ploucha, P.A. 1946 Tyler Street Hollywood, Florida 33020

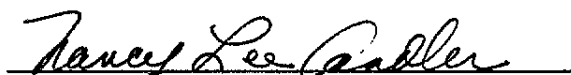
THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

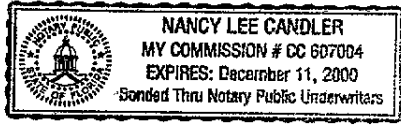


\_\_\_\_\_  
L.M. PLOUCHA

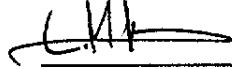
STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of January, 2000, by LAWRENCE M. PLOUCHA, who is personally known to me.

  
\_\_\_\_\_  
Notary Public, State of Florida  
at Large



The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.



L.M. PLOUCHA

FILED  
00 JAN 24 PM 5: 09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA