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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FILED
2000 MAR 16 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

SHERMAN AND BASS HOLDINGS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

OF

SHERMAN AND BASS HOLDINGS, INC.

2000 MAR 16 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I - NAME

The name of this corporation is: SHERMAN AND BASS HOLDINGS, INC.

ARTICLE II - PURPOSES

This corporation is organized for the following purposes:

To do any and all business that is legal in the State of Florida whatsoever.

ARTICLE III - CAPITAL STOCK

This corporation will issue One-Thousand (1,000) shares of common stock with \$1.00 par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 11430 Southwest 82 Terrace, City of Miami, County of Dade, State of Florida, and the name of the initial registered agent of this corporation at this address is: Howard E. Sherman as its agent to accept service of process within this state.

ARTICLE V - PRINCIPAL OFFICE

The principal office of this corporation is:

11430 S.W. 82 Terrace
Miami, Florida 33173-3614

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ARTICLE VI

It is the intention and purpose of the subscribers of these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold in accordance with the provisions of Section 1244 of the Internal Revenue Code, and it is contemplated that the stockholders and officers of this corporation shall adopt such resolutions as are appropriate in order to effectuate the treating of the stock of this corporation under Section 1244 of the Internal Revenue Code.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

NAME

Jeremy Sherman

ADDRESS11430 S.W. 82 Terrace
Miami, Florida 33173-3614**ARTICLE VIII - INCORPORATORS**

The name and address of the person signing these articles is:

Jeremy Sherman
11430 S.W. 82 Terrace
Miami, Florida 33173-3614

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of SHERMAN AND BASS HOLDINGS, INC., this 15th day of March, 2000.

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SUBSCRIBER

H00000011846**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

Howard E. Sherman

REGISTERED AGENT

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