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MARILYN MAYDEN

ATTORNEY AT LAW

Telephone (352) 351-2538

240 SW 8TH ST., STE. E
mailing address:
P.O. BOX 4302
OCALA, FL 34478

Fax: (352) 694-1726

March 23, 2000

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

Re: Filing Articles of Incorporation of SHAMBHALA, INC. Article of Incorporation
Designation of Registered Agent & Acceptance

Dear Sir or Madam:

Enclosed for filing is an original and one copy of the Articles of Incorporation which includes designation of registered agent, and Acceptance of Registered Agent, for a Florida Corporation.

Please provide me with a file stamped copy. A copy and self-addressed stamped envelope are enclosed for that purpose.

A check for \$70.00 is enclosed. This represents payment for:

Filing Articles of Incorporation \$35.00
Filing Designation & Acceptance \$35.00

If for any reason the above cannot be processed, please notify me immediately. You may call me collect at the above number. Please send all correspondence to my P.O. address above. Thank you for your assistance.

Yours truly,


MARILYN MAYDEN

Enclosures

FILED
00 MAR 24 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
04-1-00

4/3/29

**ARTICLES OF INCORPORATION
OF
SHAMBHALA, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I.
Corporate Name**

The name of this corporation is **SHAMBHALA, INC.**

**ARTICLE II.
Nature of Business and Powers**

The general nature of the business to be transacted by this corporation is to engage in any or all lawful business permitted under the laws of the State of Florida.

**ARTICLE III.
Capital Stock**

The said corporation shall issue only one class of stock, which shall be common stock with one dollar (\$1.00) par value, the maximum number of shares of stock with one dollar (\$1.00) par value which the corporation is authorized to have outstanding at any time shall be One Thousand (1000) shares; subject, however, to the right of said corporation to increase its capital stock as provided by law; and by such increase to issue additional stock either with or without nominal par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions or qualifications of voting powers of such additional stock, in and amendment to its articles of incorporation.

**ARTICLE IV.
Corporate Existence**

This corporation shall have perpetual existence unless sooner dissolved according to law, commencing on April 1, 2000.

**ARTICLE V.
Registered Agent and Initial Registered Office, Address
of the Principal Office, and Mailing Address**

The initial street address of the Corporation's registered office is 2932 N.W. 68th Avenue, Ocala, FL 34482, with the privilege of having branch offices at other places within or without the State of Florida. The initial Registered Agent at such address shall be Virginia Swanson. The Address of the principal office of the corporation and the mailing address of the corporation are likewise

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

04-01-00

ARTICLE VI.
Management by Stockholders

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors, the corporation having thirty five or fewer shareholders.

ARTICLE VII.
Officers

The name and post office address of the President, Treasurer, and Secretary, each to hold office for the first year of existence of the corporation and until their successors are elected or appointed and have qualified are:

President/ Treasurer/Secretary Virginia Swanson
2932 N.W. 68th Avenue
Ocala, FL 34482

ARTICLE VIII.
Incorporator


The name and street address of the person signing these articles of incorporation as the incorporator is:

Virginia Swanson Street Address: 65 Raphine Walnut Lane
Raphine, VA 24472

ARTICLE IX.
Preemptive Rights

Stockholders shall be granted full preemptive rights.

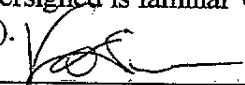
IN WITNESS of the foregoing, I have hereunto set my hand and seal and authorized to be filed in the office of the Secretary of State, State of Florida, the foregoing Articles of Incorporation, on this 17th day of March, 2000.


Virginia Swanson, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for SHAMBHALA, INC., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position under F.S. 607.0501(3).

Date: 3-17-00


Virginia Swanson

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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