RICHARD L. PEARSE, JR., P

RICHARD L. PEARSE, JR.

DEBRA A. BERGERON, LEGAL ASSISTANT

1239 S. MYRTLE AVENUE CLEARWATER, FLORIDA 33756

TELEPHONE: (727) 462-9009 FAX: (727) 449-2205 ELECTRONIC MAIL: RLPEARSE@PEARSE.NET

April 12, 2000

Secretary of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Articles of Incorporation of Shereef 2000, Inc.

Dear Sir or Madam:

Enclosed you will find the original and one copy of Articles of Incorporation of the referenced new corporation. We also enclose our check in the amount of \$122.50, representing the following:

> Filing Fee \$35.00 Certified Copy 52.50 Registered Agent Designation 35.00

Total

\$122.50

Please return one certified copy of the Articles of Incorporation to this office at your earliest convenience.

Thank you for your attention to this matter.

Sincerely yours,

Richard L. Pearse, Jr

RLP/dab

Enclosures

ARTICLES OF INCORPORATION

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OF

SHEREEF 2000, INC.

NAME. The name of this corporation is SHEREEF, CAT 2000, INC.

- Article 2. PRINCIPAL OFFICE. The address of the principal office of the corporation is 1726 Lago Vista Boulevard, Palm Harbor, FL 34685. The mailing address of the corporation is 1726 Lago Vista Boulevard, Palm Harbor, FL 34685.
- Article 3. AUTHORIZED SHARES. The corporation shall have one class of shares which shall be referred to as "common" shares. The corporation is authorized to issue 1,000 common shares. The par value of the common shares of the corporation shall be \$1.00 per share.
- Article 4. PREEMPTIVE RIGHTS. Every shareholder, upon the sale for cash of any new shares of the corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.
- Article 5. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of this corporation is 1239 S. Myrtle Avenue, Clearwater, Florida 33756, and the name of the initial Registered Agent at that address is Richard L. Pearse, Jr.
- Article 6. INCORPORATOR. The name and address of the person subscribing to these Articles of Incorporation is:

Richard L. Pearse, Jr. 1239 S. Myrtle Avenue Clearwater, FL 33756

- Article 7. PURPOSE. The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida, in accordance with and as permitted by Chapter 607, Florida Statutes.
- INITIAL DIRECTOR. The name and address of the Article 8. initial Director of this corporation are as follows:

SHEREEF MOAWAD 1726 Lago Vista Boulevard Palm Harbor, FL 34685 EXECUTED by the undersigned Incorporator on this /24 day of April, 2000.

Incorporator

STATE OF FLORIDA COUNTY OF PINELLAS

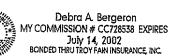
The foregoing Articles of Incorporation were acknowledged before me on this April /2th, 2000, by Richard L. Pearse, Jr., who was personally known by me or who produced satisfactory evidence of identity, and who took an oath.

Print Name:

Notary Public & State of Florida

Commission No.:_

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.0505, FLA. STAT. (1999) the undersigned certifies that SHEREEF 2000, INC., desiring to organize or qualify under the laws of the State of Florida, has named Richard L. Pearse, Jr., whose address is 1239 S. Myrtle Avenue, Clearwater, Florida 33756, as its Agent to accept Service of Process within the State of Florida.

Dated this Ath day of April, 2000.

SHEREEF 2000, INC.

By: Parameter Title: Incorporator

ACCEPTANCE OF DESIGNATION

The undersigned, having been named to accept Service of Process for the above-stated corporation at the place designated in this Certificate, does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of all required duties, with which the undersigned certifies that he is familiar.

Dated this Aday of April, 2000.

RICHARD L. PEARSE, JR.

DO APR 17 PM 2: 49
SECRETARY OF STATE
TAIL AHASSEE, FLORIN