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LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

500003302555-7

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SHADLY INTERNATIONAL CORP
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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00 JUN 23 AM 10:36
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

CERTIFICATE OF INCORPORATION

OF

SHADLY INTERNATIONAL CORP

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I – NAME

The name of the corporation shall be:

Shadly International Corp

ARTICLE II – PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**2604 Sawgrass Mills Circle #1102, Building 4
Sunrise, Florida 33323**

ARTICLE III – PURPOSE

The corporation shall have perpetual existence and may engage in any and all business permitted under the laws of the State of Florida and the United States.

ARTICLE IV- CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 (one) par value common stock.

ARTICLE V – PREEMPTIVE RIGHTS

Every shareholder, upon the sale of cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared by: Yesit J. Campo, PA
9572 NW 41st Street
Miami, FL 33178
(305) 593-2003

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00 JUN 23 AM 10:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI – INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Liliana M. Builes
2604 Sawgrass Mills Circle #1102
Sunrise, Florida 33323

ARTICLE VII – BOARD OF DIRECTORS

This corporation shall have two directors 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 (1). The initially directors of this corporation are:

Liliana M. Builes President	2604 Sawgrass Mills Circle #1102 Sunrise, FL 33323
Hassan A. Tannir Vicepresident/Secretary	2604 Sawgrass Mills Circle #1102 Sunrise, FL 33323

ARTICLE VIII – INCORPORATOR

The name and street address of the incorporator to these articles is:

Hassan A. Tannir
2604 Sawgrass Mills Circle #1102
Sunrise, Florida 33323

ARTICLE IX – INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

ARTICLE X – BY LAWS

The power to adopt, alter, amend or repeal the by-laws shall be vested in the board of directors and the shareholders. In witness whereof, the undersigned incorporator has executed these articles of incorporation this 19th day of June, 2000


Hassan A. Tannir

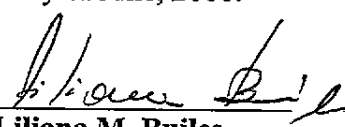
CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSED:

That **Shadly International Corp** desiring to organize under the laws of the state of Florida has appointed Liliana M. Builes of 2604 Sawgrass Mills Circle #1102, Sunrise, Florida 33323 as registered agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named by the first board of directors of Shadly International Corp to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to the act in this capacity, and agree to comply with the applicable provisions of the Florida Statutes, this 19th day of June, 2000.


Liliana M. Builes
Registered Agent

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00 JUN 23 AM 10:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA