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EFFECTIVE DATE

8-14-00

MAHLON H. BARLOW, III
WILLIAM B. BOWLES JR.
JOHN R. BUSH
EDWARD B. CARLSTEDT
MINDY L. CARREJA
SAMUEL B. DOLCIMASCOLO
PATRICIA LABARTA DOUGLAS
RICHARD K. FUEYO
J. STEPHEN GARDNER
JOHN N. GIORDANO
JEFFREY P. GREENBERG
RICHARD B. HADLOW
R.J. HAUGHEY, II
PAUL L. HUEY
DAVID M. JEFFRIES
BRENT A. JONES

KARI SWANSON LENNON
S. TODD MERRILL
STEVEN H. MEZER
JEREMY P. ROSS
JOHN F. RUDY, II
EDWARD O. SAVITZ
MARIAN HYATT SBAR
ALICIA J. SCHUMACHER
NEAL A. SIVYER
H. BRADLEY STAGGS
RANDY K. STERNS
GERALD C. THOMAS
JEFFREY W. WARREN
PAUL D. WATSON
DAVID B. WILLIAMS

August 7, 2000

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation of SHADOW, INC.

400003351124--3
-08/09/00--01080--010
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed for filing please find an original and one copy of the Articles of Incorporation of SHADOW, INC., together with a check in the amount of \$78.75 for the filing fee. Please file the original Articles and date-stamp and return the enclosed copy of the Articles.

Thank you for your assistance in this matter.

Sincerely,

Barbara A. Rowe

Barbara A. Rowe,
Legal Assistant to Jeremy P. Ross

/bar
enclosures
cc: Kahlil Abdo
207387.1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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B. McKnight AUG 15 2000

ARTICLES OF INCORPORATION
OF
SHADOW, INC.

EFFECTIVE DATE
8-14-00

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is SHADOW, INC. and its principal office and mailing address is 950 Chapham Way, Palm Harbor, FL 34683.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on August 14, 2000.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 100,000 shares of common stock, each with a par value of \$.001. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

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DIVISION OF CORPORATIONS
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ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 220 South Franklin Street, Tampa, Florida 33602, and the initial registered agent of the corporation at such address is Jeremy P. Ross.

ARTICLE VI

Incorporator

The name and address of the corporation's incorporator is:

Name

Address

Barbara A. Rowe

220 South Franklin Street
Tampa, Florida 33602

ARTICLE VII

By-Laws

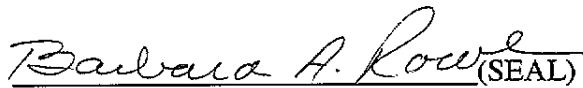
The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE VIII

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

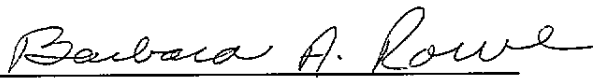
IN WITNESS WHEREOF, the undersigned has executed these Articles this 14thth day of August 2000.


Barbara A. Rowe

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

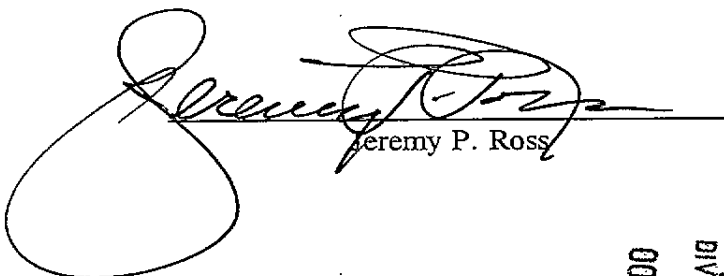
Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, SHADOW, INC., desiring to organize under the laws of the State of Florida, hereby designates Jeremy P. Ross, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

SHADOW, INC.

By 
Barbara A. Rowe, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.


Jeremy P. Ross

207384.1

FILED
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