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Law Offices
TIMOTHY W. COX, P.A.
Attorneys and Counselors at Law

Timothy W. Cox

324 Datura Street, Suite 300
West Palm Beach, FL 33401

Telephone: (561) 820-8151
Facsimile: (561) 820-8103

September 6, 2000

Secretary of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, FL 32399

300003385399--6
-09/07/00--01062--015
*****78.75 *****78.75

Re:

Gentlemen:

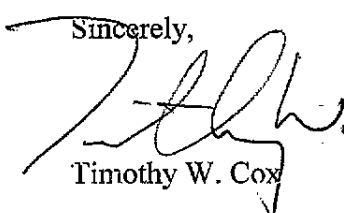
Enclosed herewith are two executed copies of the Articles of Incorporation for the above-referenced corporation, along with a check, payable to the Secretary of State in the amount of \$78.75, in payment of the following:

Filing Fee	\$ 35.00
Certified Copy	\$ 8.75
Registered Agent Filing Fee	<u>\$ 35.00</u>
	\$ 78.75

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Sincerely,


Timothy W. Cox

enc: Check
Articles in duplicate

FILED
00 SEP 25 AM 9:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA


T BROWN SEP 26 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 11, 2000

TIMOTHY W. COX, P.A.
324 DATURA STREET, SUITE 300
W. PALM BEACH, FL 33401

SUBJECT: L/S HOLDINGS, INC.
Ref. Number: W00000022192

We have received your document for L/S HOLDINGS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 500A00047905

Law Offices
TIMOTHY W. COX, P.A.
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324 Datura Street, Suite 300
West Palm Beach, FL 33401

Telephone: (561) 820-8151
Facsimile: (561) 820-8103

September 20, 2000

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

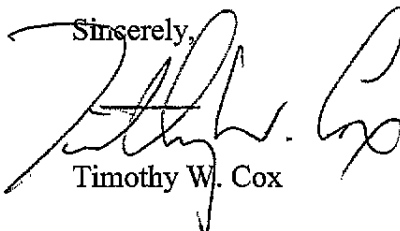
Re: Shelby Properties, Inc.

Dear Ms. Brown:

Enclosed herewith are two executed copies of Articles of Amendment for the above-referenced corporation, together with the letter received from your office regarding the unavailability of the name previously chosen.

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Sincerely,

Timothy W. Cox

Enc.: ~~Check~~
Articles in duplicate

ARTICLES OF INCORPORATION
OF
SHELBY PROPERTIES, INC.

FILED
00 SEP 25 AM 9:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is Shelby Properties, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date these articles are filed with the State of Florida.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this corporation is Debra Shelby, 511 Waverly Circle NW, Port St. Lucie, FL 34983.

ARTICLE VI-INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 511 Waverly Circle NW, Port St. Lucie, FL 34983.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Name

Address

Debra Shelby

511 Waverly Circle NW
Port St. Lucie, FL 34983

ARTICLE VIII - BY-LAWS

The by-laws of this corporation may be adopted, altered, amended or repealed by either the shareholders or directors.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - INCORPORATOR

* The name and address of the person signing these Articles is Debra Shelby, 511 Waverly Circle NW, Port St. Lucie, FL 34983.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

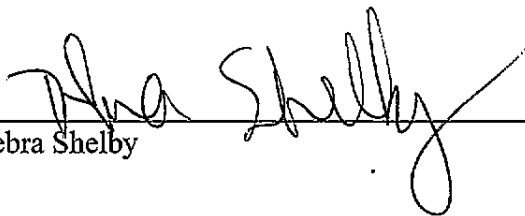
ARTICLE XII - AFFILIATED TRANSACTIONS

This corporation elects not to be subject to the provisions of Section 607.0901, Florida Statutes.

ARTICLE XIII - CONTROL-SHARE ACQUISITIONS

This corporation elects not to be subject to the provisions of Section 607.0902, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6 day of September, 2000.



Debra Shelby

FILED
00 SEP 25 AM 9:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED INDIVIDUAL HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 4 DAY OF SEPTEMBER, 2000.


DEBRA SHELBY


STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public authorized in the State and County set forth above, personally appeared DEBRA SHELBY, known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of L/S Holdings, Inc., and she acknowledged before me that she executed those Articles of Incorporation. *Shelby Properties,*

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 6 day of September, 2000.



"OFFICIAL SEAL"
Catherine L. Graves
My Commission Expires 11/7/2000
Commission #CC 599918


Notary Public, State of Florida at Large

My Commission Expires: