

P00000096724



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 862851 7137273

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia P. P.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 13 PM 3:12

ORDER DATE : October 13, 2000

ORDER TIME : 10:37 AM

ORDER NO. : 862851-010

CUSTOMER NO: 7137273

CUSTOMER: Eric M. Sauerberg, Esq
Eric M. Sauerberg, P.a.

Suite 400
712 U.s. Highway One
North Palm Beac, FL 33408

DOMESTIC FILING

NAME: SHAY, INC.

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

00 OCT 13 PM 12:28

EFFECTIVE DATE:

300003424183--3

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

J 10/13/00

**ARTICLES OF INCORPORATION
OF
SHAY, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 13 PM 3: 12

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes §607.0101, et seq., hereby adopt the following Articles of Incorporation:

ARTICLE ONE

1.01 The name of this corporation is Shay, Inc.

ARTICLE TWO

2.01 The corporation is to have perpetual existence.

ARTICLE THREE

3.01 The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The corporation shall have all powers permitted to a corporation under the Florida Business Corporation Act as enumerated in Florida Statute §607.0302 and §607.0303.

ARTICLE FOUR

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 1,000, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE FIVE

5.01 The street address of the initial registered office of the corporation is 712 U.S. Highway One, Suite 400, North Palm Beach, Florida 33408, and the name of the initial Registered Agent at that address is Eric M. Sauerberg, Esq.

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is:

Name

Eric M. Sauerberg, Esq

Address

712 U.S. Highway One, Suite 400
North Palm Beach, FL 33408

ARTICLE SEVEN

7.01 One (1) director shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The name and address of the member of the first Board of Directors are:

Name

Sharon P. Geraghty

Address

114 Sea Steppes Court
Jupiter, FL 33477

ARTICLE EIGHT

8.01 Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE NINE

9.01 The effective date of this corporation shall be the date upon which these Articles of Incorporation are filed with the Secretary of State.

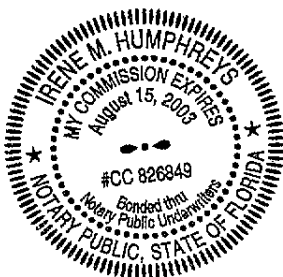
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 12th day of October, 2000.

By: _____

Eric M. Sauerberg, Esq.
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 12th day of October, 2000 by Eric M. Sauerberg, Esq. who is personally known to me or who produced the identification indicated above his signature, and who did () or did not (X) take an oath.



Notary Public

Printed Name:

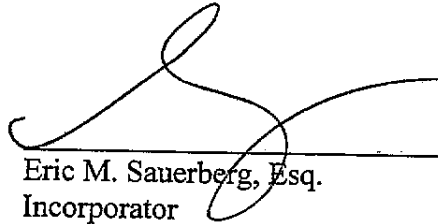
My Commission Expires:

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that Shay, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 114 Sea Steppes, Jupiter, Florida 33477.

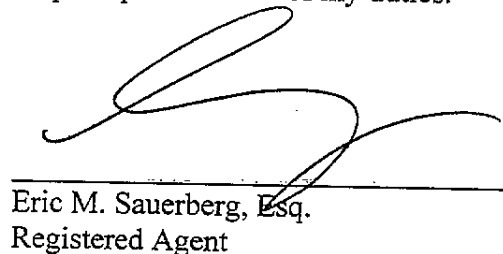
Second, named Eric M. Sauerberg, Esq. located at 712 U.S. Highway One, Suite 400, North Palm Beach, Florida 33408, as its Agent to accept service of process within Florida.


Eric M. Sauerberg, Esq.
Incorporator

DATE: October 12, 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 13 PM 3:12

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with provisions of all Statutes relative to the proper and complete performance of my duties.


Eric M. Sauerberg, Esq.
Registered Agent

DATE: October 12, 2000