

LAW OF  
MONTELLO & KENNEY, P.A.

777 BRICKELL AVENUE  
SUITE 1070  
MIAMI, FLORIDA 33131  
TELEPHONE (305) 373-0300  
FAX (305) 373-3739

October 19, 2000

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

FILED  
00 OCT 23 AM 7:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: SHAAR ENTERPRISES, INC. (the "Company")

600003435906--1

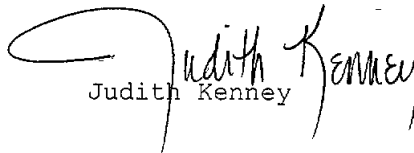
-10/23/00--01131--005

Gentlemen:

\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosed please find two original sets of the Company's Articles of Incorporation along with our check in the amount of Seventy Dollars (\$70.00) for the filing fee.

Sincerely,

  
Judith Kenney

JK/ig  
Enclosures

kenney/shaar/sec.state.ltr.

✓  
T. Burch OCT 25 2000

ARTICLES OF INCORPORATION

OF

SHAAR ENTERPRISES, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 OCT 23 AM 7:39

FILED

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

SHAAR ENTERPRISES, INC.

(hereinafter the "Corporation").

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common stock with a par value of \$.01 per share.

ARTICLE V

The street address of the Corporation's initial registered office and the Corporation's initial registered agent at that address shall be:

Judith Kenney  
777 Brickell Avenue, Suite 1070  
Miami, Florida 33131

ARTICLE VI

The Corporation shall have one director initially. The name and address of the initial director of the Corporation, who shall hold office until his successors are elected and qualified or until his earlier resignation or removal from office is:

Judith Kenney            777 Brickell Avenue, Suite 1070  
Miami, Florida 33131

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the Corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the Corporation is:

Judith Kenney  
MONTELLO & KENNEY, P.A.  
777 Brickell Avenue, Suite 1070  
Miami, Florida 33131

ARTICLE VIII

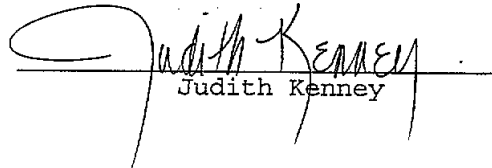
The mailing address of the Corporation's principal office shall be: —

777 Brickell Avenue, Suite 1070  
Miami, Florida 33131

ARTICLE IX

This Corporation shall indemnify, and shall advance expenses on behalf of, its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

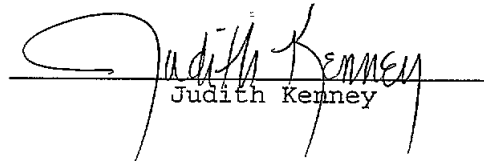
Executed at Miami, Florida this 19<sup>th</sup> day of October, 2000.

  
Judith Kenney

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of SHAAR ENTERPRISES, INC. the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 19<sup>th</sup> October, 2000.

  
Judith Kenney

kenney/shaar/articles.inc.