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FLORIDA PROFIT CORPORATION OR P.A.

SHARP FLORIDA ACQUISITION CORP.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
SHARP FLORIDA ACQUISITION CORP.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: SHARP FLORIDA ACQUISITION CORP.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 18820 Still Lake Drive, Jupiter, Florida 33458.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

CLINT J. GAGE, ESQ., FLA. BAR #0191779
Atlas Pearlman, P.A.
350 East Las Olas Boulevard, Suite 1700
Fort Lauderdale, Florida 33301 Phone No.: (954) 763-1200

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**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be one thousand (1,000) shares of common stock, par value \$.0001 per share.

**ARTICLE V
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA**

The street address of the initial registered office of the corporation is 350 E. Las Olas Boulevard, Suite 1700, Ft. Lauderdale, FL 33301, and the name of its initial registered agent at such address is Clint J. Gage, Esq.

**ARTICLE VII
BOARD OF DIRECTORS**

This Corporation shall have one (1) Director initially.

**ARTICLE VIII
INITIAL DIRECTOR**

The name and address of the initial Director of this Corporation is:

Alan Pavsner
18820 Still Lake Drive
Jupiter, Florida 33458

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The person named as initial Director shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Clint J. Gage, 350 E. Las Olas Boulevard, Suite 1700, Ft. Lauderdale, FL 33301.

ARTICLE X INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE XI AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

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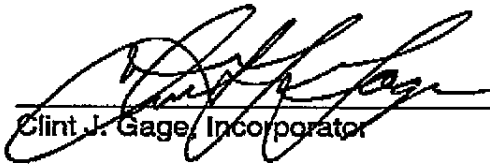
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**ARTICLE XII
CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on December 5, 2000.


Clint J. Gage, Incorporator

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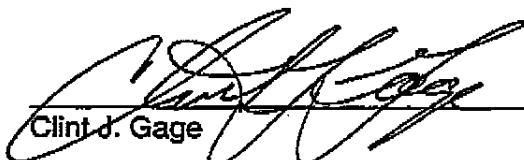
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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

SHARP FLORIDA ACQUISITION CORP., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 18820 Still Lake Drive, Jupiter, Florida 33458, has named Clint J. Gage, 350 E. Las Olas Boulevard, Suite 1700, Ft. Lauderdale, FL 33301, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


Clint J. Gage

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