

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PG10000004284

Kirshy Properties, Inc.

000003533130--5
-01/11/01--01015--022
*****78.75 *****78.75

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

Art of Inc. File _____

LTD Partnership File _____

Foreign Corp. File _____

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

Cert. Copy _____

Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

Courier _____

EFFECTIVE DATE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JAN 11 PM 12:45

DIVISION OF CONSUMPTION

01 JAN 11 AM 11:09

JAN 11 2001

Articles of Incorporation of Kirshy Properties, Inc.

ARTICLE I

NAME

The name of the corporation is Kirshy Properties, Inc.

EFFECTIVE DATE
01/10/01

ARTICLE II

PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is 4055 Tamiami Trail, Suite A-4, of Port Charlotte, County of Charlotte, State of Florida 33952. The name of the initial registered agent of the corporation, located at that office, is Russell T. Kirshy.

FILED
01 JAN 11 PM 12:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE III

DURATION AND COMMENCEMENT DATE

The period of the corporation's duration shall be perpetual, or until dissolved on a vote of the shareholders as provided in these articles. The commencement date for the corporation shall be January 10, 2001.

ARTICLE IV

CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 10,000 shares. These shares shall be a single class of common stock, and shall have a value of \$.01 per share.

ARTICLE V

CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on corporations by the laws of the State of Florida.

ARTICLE VI

INCORPORATORS

The name and street address of each person signing these articles of incorporation as an incorporator is:

Russell T. Kirshy, 4055 Tamiami Trail, Suite A-4, Port Charlotte, FL 33952.

ARTICLE VIII

DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is TWO (2), and the name and address of the initial directors are:

Russell T. Kirshy, 4055 Tamiami Trail, Suite A-4, Port Charlotte, FL 33952.
Angela M. Kirshy, 4055 Tamiami Trail, Suite A-4, Port Charlotte, FL 33952

The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE IX

BYLAWS

The initial director shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 90 days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

ARTICLE X

DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-third of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

The undersigned incorporator of this corporation, has executed these articles of incorporation at Port Charlotte, Florida, this 10th day of January, 2001

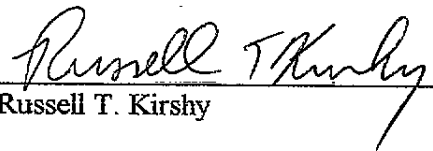


Russell T. Kirshy

Acceptance of appointment as Registered Agent

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Dated this 10th day of January, 2001



Russell T. Kirshy

FILED
01 JAN 11 PM 12:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA