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SHAY OF SOUTHWEST FLORIDA, INC.
13118 BURNINGTREE AVENUE
FORT MYERS, FLORIDA 33919

(941) 694-5606

FILED
01 MAR -5 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEBRUARY 26, 2001

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
P O Box 6327
TALLAHASSEE, FL 32301

100003797701--3
-09/05/01--01062--006
****122.50 *****78.75

DEAR SIR OR MADAM:

AS INCORPORATOR OF THE ABOVE NAMED CORPORATION, I AM REQUESTING A CHARTER FROM THE STATE OF FLORIDA IN ORDER TO START A BUSINESS AS A CORPORATION IN FLORIDA.

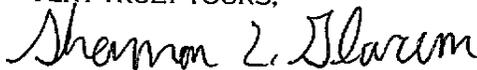
ENCLOSED ARE THE FOLLOWING PAPERS, TOGETHER WITH MY CHECK:

- A. ORIGINAL AND ONE COPY OF CERTIFICATE OF INCORPORATION FOR FILING AND APPROVAL BY YOUR OFFICE.
- B. CERTIFICATE OF REGISTERED AGENT;
- C. CHECK TO COVER FEES AND COSTS IN THE AMOUNT OF \$122.50.

\$35.00 TO FILE CERTIFICATE
\$52.50 FOR CERTIFIED COPY
\$35.00 FOR REGISTERED AGENT DESIGNATION

PLEASE RETURN THE CERTIFIED COPY AS SOON AS POSSIBLE.

VERY TRULY YOURS,



SHANNON L. GLARUM
INCORPORATOR
SHAY OF SOUTHWEST FLORIDA, INC.

ENCLOSURE



ARTICLES OF INCORPORATION
OF
SHAY OF SOUTHWEST FLORIDA, INC.

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ARTICLE I. CORPORATION NAME

THE NAME OF THE CORPORATION IS:

SHAY OF SOUTHWEST FLORIDA, INC.

THE MAILING ADDRESS OF THE CORPORATION IS:

13118 BURNINGTREE AVENUE
FORT MYERS, FLORIDA 33919

ARTICLE II. NATURE OF BUSINESS AND POWERS

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS TO ENGAGE IN ANY AND ALL BUSINESS AS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE III. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARE OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE AND HAVE OUTSTANDING AT ANY ONE TIME IS 1,000 SHARES OF COMMON STOCK WITH A PAR VALUE OF \$1. (ONE DOLLAR) PER SHARE.

ARTICLE IV. TERM OF EXISTENCE

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE COMMENCING UPON ISSUANCE OF THE CERTIFICATE OF INCORPORATION FROM THE SECRETARY OF STATE.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED
OFFICE

THE REGISTERED AGENT AND THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE
OF THIS CORPORATION IN THE STATE OF FLORIDA SHALL BE:

SHANNON L. GLARUM
13118 BURNINGTREE AVENUE
FORT MYERS, FLORIDA 33919

THE BOARD OF DIRECTORS FROM TIME TO TIME MAY MOVE THE REGISTERED OFFICE TO
ANY OTHER ADDRESS IN THE STATE OF FLORIDA.

ARTICLE VI. BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR INITIALLY. THE NUMBER OF
DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY BY-LAWS ADOPTED
BY THE STOCKHOLDERS, BUT SHALL NEVER BE LESS THAN ONE.

ARTICLE VII. INITIAL DIRECTOR

THE NAME OF THE INITIAL DIRECTORS OF THIS CORPORATION AND THE STREET ADDRESS
IS:

SHANNON L. GLARUM
13118 BURNINGTREE AVENUE
FORT MYERS, FLORIDA 33919

THE PERSON NAMED AS THE 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 VIII. INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION
AS THE INCORPORATOR IS:

SHANNON L. GLARUM
13118 BURNINGTREE AVENUE
FORT MYERS, FL 33919

ARTICLE IX. AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS MEETING BY AT LEAST A MAJORITY OF THE STOCKHOLDERS ENTITLED TO VOTE, UNLESS ALL OF THE DIRECTORS AND ALL OF THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE.

IN WITNESS WHEREOF, THE UNDERSIGNED, AS INCORPORATOR, HAS EXECUTED THE FOREGOING ARTICLES OF INCORPORATION ON THIS 27th DAY OF February, 2001.

Shannon L. Glarum
SHANNON L. GLARUM
INCORPORATOR

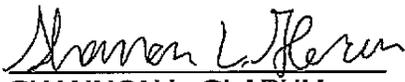
BEFORE ME, A NOTARY PUBLIC, PERSONALLY APPEARED SHANNON L. GLARU, HO KNOWN TO BE THE PERSON DESCRIBED AS INCORPORATOR AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND ACKNOWLEDGED BEFORE ME THAT HE SUBSCRIBED TO THESE ARTICLES OF INCORPORATION ON THIS 27th DAY OF February, 2001.

MY COMMISSION EXPIRES:

Eleanor Jane Funk
NOTARY PUBLIC

 Eleanor Jane Funk
★ My Commission CC688023
Expires October 12, 2001

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SHAY OF SOUTHWEST FLORIDA, INC.


SHANNON L. GLARUM
REGISTERED AGENT

BEFORE ME, A NOTARY PUBLIC, PERSONALLY APPEARED SHANNON L. GLARUM, TO ME KNOWN TO BE THE PERSON DESCRIBED AS REGISTERED AGENT AND WHO EXECUTED THE FOREGOING INSTRUMENT AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THE SAME.

WITNESS, MY HAND AND OFFICIAL SEAL THIS 27th DAY OF February 2001.

MY COMMISSION EXPIRES:


NOTARY PUBLIC



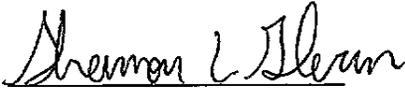
Eleanor Jane Funk
My Commission CC688023
Expires October 12, 2001

SHAY OF SOUTHWEST FLORIDA, INC.
13118 BURNINGTREE AVENUE
FORT MYERS, FLORIDA 33919

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

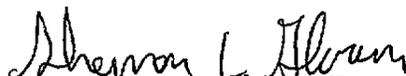
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT SHAY OF SOUTHWEST FLORIDA, INC., IS DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL
PLACE OF BUSINESS AT 13118 BURNINGTREE AVENUE, FORT MYERS, STATE OF
FLORIDA 33919, HAS NAMED SHANNON L. GLARUM, LOCATED AT 13118
BURNINGTREE AVENUE, FORT MYERS, FLORIDA 33919, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.


SHANNON L. GLARUM

2/27/01
DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT
IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


SHANNON L. GLARUM
REGISTERED AGENT

2/27/01
DATE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAR -5 PM 4:04

FILED