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FILED

Thomas L. Sheer
2875 South Ocean Blvd., Suite 200
Palm Beach, FL 33480

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 5, 2001

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*****78.75 *****78.75

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation for Sheer Consulting, Inc.

Enclosed is an original and one copy of the articles of incorporation and a check for \$78.75

From: Sheer Consulting, Inc.
2875 South Ocean Blvd., Suite 200
Palm Beach, FL 33480

Sincerely,



Thomas Sheer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation

of

Sheer Consulting, Inc.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

Article I Name

The name of the corporation shall be Sheer Consulting, Inc.

Article II Principal Office

The principal place of business and mailing address of this corporation shall be 2875 South Ocean Blvd., Suite 200, Palm Beach, FL 33480

Article III Purpose

The purpose for which the corporation is organized is to do business in the State of Florida.

Article IV Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000.

Article V Initial Registered Agent and Street Address


The name and address of the initial registered agent is Cynthia Fletcher, 2875 South Ocean Blvd., Suite 200, Palm Beach, FL 33480

Article VI Incorporators

The name and address of the incorporator of these Articles of Incorporation is:

Thomas L. Sheer as President, Secretary and Treasurer.
2875 South Ocean Blvd., Suite 200
Palm Beach, FL 33480

The undersigned incorporators have executed these articles of Incorporation this
5th day of July, 2001.



Thomas L. Sheer

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Certificate of Designation
Registered Agent/Registered Office

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation: Sheer Consulting, Inc.
2. The name and address of the registered agent and office:

Cynthia Fletcher
2875 South Ocean Blvd., Suite 200
Palm Beach, FL 33480

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 appoint 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 I am familiar with and accept the obligations of my position as registered agent.

Cynthia Fletcher 7/5/01