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TALLAHASSEE, FLORIDA

October 11, 2001

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Michael Shearer Management, Inc.

**P01000099148**

**Filing Evidence**

- ☐ Plain/Confirmation Copy  
☒ Certified Copy

**Type of Document**

- ☐ Certificate of Status  
☐ Certificate of Good Standing  
☐ Articles Only  
☐ All Charter Documents to Include  
Articles & Amendments  
☐ Fictitious Name Certificate  
☐ Other

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NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

J. BRYAN OCT 11 2001

**ARTICLE OF INCORPORATION**  
**OF**  
**MICHAEL SHEARER MANAGEMENT, INC.**

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Article of Incorporation.

**ARTICLE I: NAME**

The name of the corporation shall be:

**MICHAEL SHEARER MANAGEMENT, INC.**

The address of the principal office of this corporation shall be 6750 NW 21<sup>st</sup> Terrace, Fort Lauderdale, FL 33309 and the mailing address of the corporation shall be the same.

**ARTICLE II: NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III: CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time 10,000 shares of common stock having \$1.00 par value per share.

**ARTICLE IV: REGISTERED AGENT**

The street address of the initial registered office of the corporation shall be 1320 South Dixie Highway, Suite 1061, Coral Gables, Florida 33146, and the name of the initial registered agent of the corporation at the address is Shawn Tolley.

**ARTICLE V: TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI: BOARD OF DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one director initially. The name and address of the initial members of the Board of Directors are:

Michael Shearer	6750 NW 21 <sup>st</sup> Terrace
Director	Fort Lauderdale, FL 33309

**ARTICLE VII: OFFICERS**

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Michael Shearer	6750 NW 21 <sup>st</sup> Terrace
Pres./Treas./Secretary	Fort Lauderdale, FL 33309

**ARTICLE VIII: SPECIAL PROVISION**

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

**ARTICLE IX: INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation are:

Michael Shearer  
6750 NW 21<sup>st</sup> Terrace  
Fort Lauderdale, FL 33309

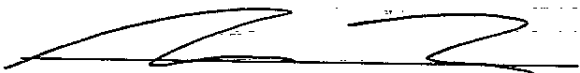
IN WITNESS WHEREOF, the undersigned, has hereunto set their hand and seal on.

Michael J. Shearer  
Michael Shearer, Incorporator

9/18/01  
Date

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED**  
**IN ARTICLES OF INCORPORATION**

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



Shawn Tolley, Registered Agent

0/20/01

Date

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