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SHEAR FLATTERY INC
105 SEMINOLE STREET - SUITE F
TITUSVILLE, FLORIDA 32780

JANUARY 10, 2002

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

\$87.00
100004772431

01/14/02 01034 002

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2002 JAN 14 AM 7:58

FILED

SUBJECT: SHEAR FLATTERY INC

DEAR SIR:

ENCLOSED PLEASE FIND THE FOLLOWING

1. THE ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION FOR THE SUBJECT CORPORATION. PLEASE CERTIFY ONE COPY AND RETURN IT TO THE REGISTERED AGENT.
2. OUR CHECK IN THE AMOUNT OF \$87.50 TO COVER THE FILING FEE.
3. DESIGNATION OF REGISTERED AGENT.

KINDLY ACKNOWLEDGE FILING OF THESE ARTICLES OF INCORPORATION, IN COMPLIANCE WITH FLORIDA LAW AND RETURN THE CERTIFIED COPY OF THE ARTICLES OF INCORPORATION TO THE UNDERSIGNED.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

SINCERELY,

SHEAR FLATTERY INC

CAROLYN F PARSONS

BC 3/29

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2002 JAN 14 AM 7:58

ARTICLES OF INCORPORATION OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SHEAR FLATTERY INC

THE UNDERSIGNED INCORPORATOR, 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:

SHEAR FLATTERY INC

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

THE PRINCIPAL OFFICE OF THE CORPORATION IS LOCATED AT **105
SEMINOLE STREET SUITE F, TITUSVILLE, FLORIDA 32780**, AND THE
MAILING ADDRESS OF THE CORPORATION IS THE SAME.

ARTICLE III. PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF
TRANSACTIONING ANY OR ALL LAWFUL BUSINESS.

ARTICLE IV. SHARES

THIS CORPORATION IS AUTHORIZED TO ISSUE 5000 SHARES OF \$1.00
PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON
SHARES"

ARTICLE V. INITIAL OFFICERS/ DIRECTORS

THIS CORPORATION SHALL HAVE ONE INITIAL OFFICER AND ONE BOARD OF DIRECTOR MEMBER. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OF DIMINISHED FROM TIME TO TIME BY THE BYLAWS BUT NEVER SHALL BE LESS THAN ONE.
THE NAME AND ADDRESS OF THE INITIAL OFFICER IS:

CAROLYN F PARSONS
212 PARKER DRIVE
TITUSVILLE, FLORIDA 32780

ARTICLE VI. REGISTERED AGENT

THE NAME AND FLORIDA STREET ADDRESS OF THE REGISTERED AGENT IS: LOUIS VENUTI
400 ORANGE STREET
TITUSVILLE, FL 327896

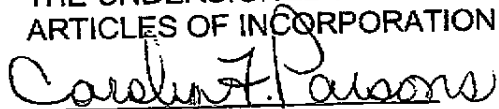
ARTICLES VII. INCORPORATOR

THIS CORPORATION SHALL HAVE ONE INCORPORATOR.
THE NAME AND ADDRESS OF THE INCORPORATOR OF THIS CORPORATION IS:
CAROLYN F PARSONS
212 PARKER DRIVE
TITUSVILLE, FLORIDA 32780

ARTICLE VIII. AMENDMENTS

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, BY A MAJORITY VOTE OF THE BOARD OF DIRECTIORS.

THE UNDERSIGNED INCORPORATORS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 10 JANUARY 2002


CAROLYN F PARSONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS 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 IS:

SHEAR FLATTERY INC

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE
IS:

**LOUIS VENUTI
400 ORANGE STREET
TITUSVILLE, FL 32796**

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.



LOUIS VENUTI
JANUARY 10, 2002