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SHALAND & ASSOCIATES INC.
C/O JOHN J. KURACK, C.P.A., P.A.
10540 N.E. 4 AVENUE
MIAMI SHORES, FLORIDA 33138

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 APR 22 AM 9:13

April 17, 2002

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

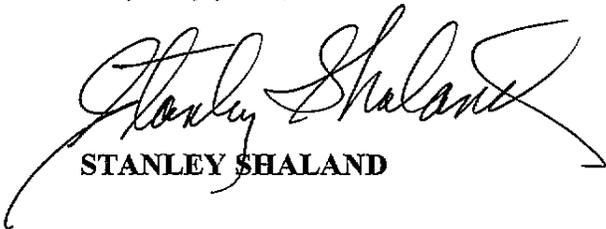
Re: SHALAND & ASSOCIATES INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,


STANLEY SHALAND

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****122.50 ****78.75

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**ARTICLES OF INCORPORATION
OF
SHALAND & ASSOCIATES INC.**

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: **SHALAND & ASSOCIATES INC.**

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III- PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand shares (1000) of one dollar (\$1.00) par value Common Stock, which shall be designate "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal mailing address of the corporation is:

**SHALAND & ASSOCIATES INC.
c/o JOHN KURACK, CPA
10540 N.E. 4TH AVENUE, PENTHOUSE
MIAMI SHORES, FL 33138**

The name and street address of the Initial Registered Agent of this Corporation is:

**STANLEY SHALAND
c/o JOHN KURACK, CPA
10540 N.E. 4TH AVENUE, PENTHOUSE
MIAMI SHORES, FL 33138**

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial directors of the corporation (is) are as follows:

**STANLEY SHALAND
c/o JOHN KURACK, CPA
10540 N.E. 4TH AVENUE, PENTHOUSE
MIAMI SHORES, FL 33138**

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ARTICLE VII - INCORPORATORS

The name and address of the incorporators signing these Articles of incorporation is as follows:

STANLEY SHALAND
c/o JOHN KURACK, CPA
10540 N.E. 4TH AVENUE, PENTHOUSE
MIAMI SHORES, FL 33138

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of April, 2002.

_____ (Seal)

STATE OF FLORIDA)
COUNTY OF Dade) SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

Stanley Shaland
Signature

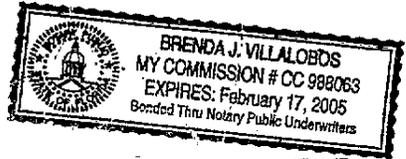
FLDL# 5453-796-29-3370
Form of Identification

known to me and known to be the person who executed the foregoing Articles of Incorporation, who acknowledged before me that he executed these articles of Incorporation, that I relied upon the form of identification of the above named person as indicated opposite the name, and that an oath (was) (was not) taken.

Witness my hand and official seal in the County and State last aforesaid this 19th day of April 2002

Brenda J. Villalobos
Notary Signature

Brenda J. Villalobos
Printed Notary Name



**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

***CERTIFICATE OF REGISTERED AGENT
OF
SHALAND & ASSOCIATES INC.***

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

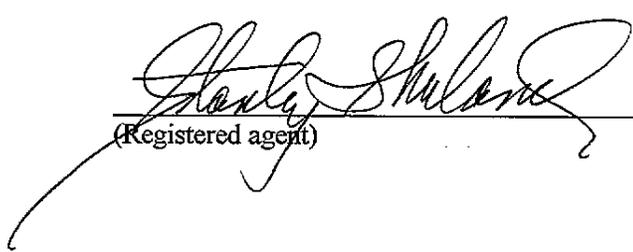
The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

**SHALAND & ASSOCIATES INC.
c/o JOHN KURACK, CPA
10540 N.E. 4TH AVENUE, PENTHOUSE
MIAMI SHORES, FL 334138**

has named STANLEY SHALAND located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(Registered agent)

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