

Division of Corporations

Page 1 of 2

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Florida Department of State
Division of Corporations
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DIVISION OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

J. SHAMES & ASSOCIATES, INC.

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**ARTICLES OF INCORPORATION
OF
J. SHAMES & ASSOCIATES, INC.**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. ARTICLE 1. - NAME

The name of the corporation is J. SHAMES & ASSOCIATES, INC.

2. ARTICLE 2. - PRINCIPAL OFFICE

The initial principal office of the corporation shall be:

10905 Bullrush Terrace
Bradenton, FL 34202

The corporation may change its principal office from time to time as permitted by law.

3. ARTICLE 3. - MAILING ADDRESS

The initial mailing address of the corporation shall be:

10905 Bullrush Terrace
Bradenton, FL 34202

The corporation may change its mailing address from time to time as permitted by law.

4. ARTICLE 4. - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

5. ARTICLE 5. - SHARES

This corporation is authorized to issue 10,000 shares of voting common stock with a par value of ONE DOLLAR (\$1.00) U.S. per share.

6. ARTICLE 6. - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

7. ARTICLE 7. - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this corporation is:

Troy H. Myers, Jr.
2033 Main Street, Suite 600
Sarasota, Florida, 34237

8. ARTICLE 8. - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are:

JERROLD M. SHAMES
10905 Bullrush Terrace
Bradenton, FL 34202

and

JEAN D. SHAMES
10905 Bullrush Terrace
Bradenton, FL 34202

9. ARTICLE 9. - INCORPORATOR

The name and address of the Incorporator is:

TROY H. MYERS, JR.
2033 Main Street, Suite 600
Sarasota, Florida, 34237

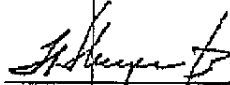
10. ARTICLE 10. - CUMULATIVE VOTING

All shareholders are entitled to cumulate their votes for directors.

11. ARTICLE 11. - INDEMNIFICATION

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities, including attorneys' fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

The undersigned Incorporator has executed these Articles of Incorporation on this 18th day of September, 2002.


TROY H. MYERS, JR.

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR**

J. SHAMES & ASSOCIATES, INC.

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and it further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

DATED: September 18, 2002


TROY H. MYERS, JR.

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