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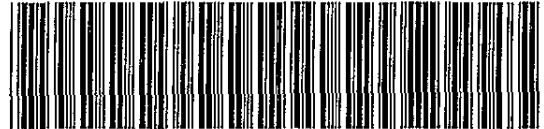
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

DENNIS D. CAMP, P.A.

Attorney at Law
2537 S.E. 17th Street
Ocala, Florida 34471

Telephone: 352/369-0664
Facsimile: 352/622-2166
E-mail: DCamp53504@aol.com

Dennis D. Camp, Esquire

January 14, 2003

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

Re: Sheffield's United 500, Inc.

Gentlemen:

Enclosed are the original and one duplicate of the proposed Articles of Incorporation of the above captioned corporation.

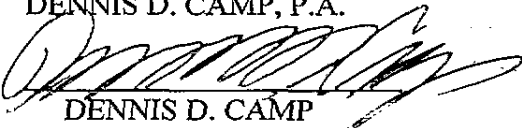
Please endorse your approval of the Articles on the duplicate copy, certify same, and return the certified copy to this office in the enclosed envelope. It is understood that the original document with your endorsed approval is to be filed in your records pursuant to Florida law.

A check in the amount of \$78.75 is enclosed to cover the filing fee and certification of the copy.

If any further charges are required, or if, for any reason, the Articles do not meet current requirements, please notify the undersigned by collect telephone call at (352) 369-0664.

Sincerely yours,

DENNIS D. CAMP, P.A.



DENNIS D. CAMP

DDC:dec:encls.

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SHEFFIELD'S UNITED 500, INC.**

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I: Name

The name of the corporation is SHEFFIELD'S UNITED 500, INC.

ARTICLE II: Business

The corporation may engage in any activity of business permitted under the laws of the United States and Florida.

ARTICLE III: Stock

The total number of shares of stock which the corporation will have authority to issue is One Hundred (100) shares of Ten Dollars per share par value Class A common stock. All of said stock will be payable in cash or real or personal property or such consideration as may be fixed by the shareholders.

ARTICLE IV:

Registered Agent and Address and Principal Office

The address of this corporation's initial registered office is and the name of its initial registered agent at said address is:

Kristen E. Sheffield
Registered Agent
16320 U.S. Highway 90 West
Live Oak, Florida 32060

ARTICLE V:

Management of Corporation by Shareholders

All corporate powers will be exercised by or under the authority of, and the business of the corporation will be managed by the shareholders rather than a Board of Directors, including the power to adopt, alter, amend, or repeal by-laws.

ARTICLE VI: Effective Date

The corporation will commence existence on acceptance of these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE VII: Incorporator

Following is the name and address of the person(s) signing these Articles as incorporator:
Kristen E. Sheffield, 16320 U.S. Highway 90 West, Live Oak, Florida 32060..

ARTICLE VIII:

Shareholders as Employees

There shall be no policy prohibiting shareholders from serving as corporate officers or employees. In the event that a shareholder is employed by the corporation, said shareholder shall be entitled to receive a reasonable salary for services rendered.

ARTICLE IX: Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X: Amendment

This corporation may amend its articles of incorporation in any respect, provided that only such provisions shall be inserted by amendment as would be lawful and proper in original articles of incorporation made at the time of making such amendment. Every amendment shall be proposed by a shareholder and approved at a shareholders' meeting by not less than seventy-five percent (75%) of the stock entitled to vote thereon.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation on this 8th day of January, 2003

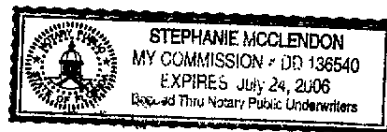
Kristen Sheffield
KRISTEN E. SHEFFIELD

STATE OF FLORIDA
~~COUNTY OF MARION~~
County of Suwannee

I hereby certify that on this day, before me an officer duly authorized to administer oaths and take acknowledgments, personally appeared KRISTEN E. SHEFFIELD, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that she executed the same, that I relied upon a FL. DL # S143-505-8179 identification of the above-named person.

WITNESS my hand and official seal in the County and State last aforesaid this 8th day of January, 2003.


Stephanie McCleendon
NOTARY PUBLIC, State of FL



expires: 7/24/06

ACCEPTANCE BY REGISTERED AGENT

I hereby accept my designation as Registered Agent for SHEFFIELD'S UNITED 500, INC.
as set forth in Article IV of the foregoing Articles of Incorporation, this 24th day of January, 2003.


KRISTEN E. SHEFFIELD
16320 U.S. Highway 90 West
Live Oak, Florida 32060

APPROVED
AND
FILED
03 JAN 16 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA