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STATE
TALLAHASSEE, FLORIDA

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Shelby Enterprises Inc.

Signature _____

Requested by: _____

Name _____

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ARTICLES OF INCORPORATION
OF
SHELBY ENTERPRISES INC

FILED
2005 JUN 21 P 1:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following articles of incorporation for such corporation:

ARTICLE I

The name and address of the corporation is:

SHELBY ENTERPRISES INC
6860 GULFPORT BLVD SO #297
ST PETERSBURG FL 33707

ARTICLE II

This corporation may, and is authorized, to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred shares of common stock having a par value of one dollar and no cents (\$1.00) per share, with this consideration to be paid for each share to be in money, property or services as may be fixed by the Board of Directors.

ARTICLE IV

The period of duration of the corporation is perpetual.

ARTICLE V

The name and address in this state of the corporation's initial agent for service of process is:

JACK TELESE
6860 GULFPORT BLVD SO #297
ST PETERSBURG FL 33707

ARTICLE VI

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the bylaws of this corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The Director(s) may authorize and require the payment of meetings of the Directors. Nothing in this article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLE VII

The name and address of the Directors of this Corporation are:

JACK TELESE
6860 GULFPORT BLVD SO # 297
ST PETERSBURG FL 33707

SHELBY TELESE
6860 GULFPORT BLVD SO # 297
ST PETERSBURG FL 33707

ARTICLE VIII

The name and address of the incorporator signing these articles is:

JACK TELESE
6860 GULFPORT BLVD SO # 605
ST PETERSBURG FL 33707

ARTICLE IX

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them at the stockholders meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in the Board of Directors and the Shareholders.

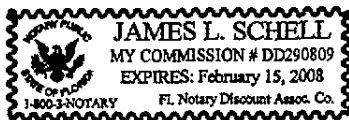
IN WITNESS WHEREOF, THE UNDERSIGNED does set his hand and acknowledge and filed the foregoing Articles of Incorporation under the laws of the state of Florida this 17th day of JANUARY, 2005.

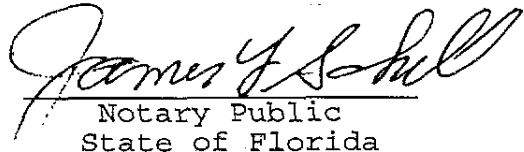

JACK TELESE

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared JACK TELESE, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the use and purposes therein mentioned and set forth IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, in said County and State this 17th day of JANUARY, 2005.

My commission expires;




Notary Public
State of Florida

CERTIFICATE DESIGNATING REGISTERED AGENT
FOR THE SERVICE OF PROCESS WITHIN THE STATE

Pursuant to Chapter 48, Florida Statutes, the following is submitted in compliance with said act:

SHELBY ENTERPRISES INC., desiring to organize as a corporation under the laws of the State of Florida with its registered office at 6860 GULFPORT BLVD SO #297 ST PETERSBURG FL 33707 named JACK TELESE located at 6860 GULFPORT BLVD SO #297 ST PETERSBURG FL 33707 as its Registered Agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.


JACK TELESE
Registered Agent

DATE JANUARY 17, 2005

FILED
2005 JAN 21 P 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA