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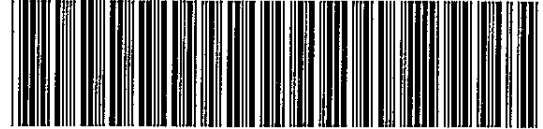
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CLERK OF STATE
TALLAHASSEE, FLORIDA

T. Burch NOV 4 2005

LAW OFFICE OF
JAMES F. SPINDLER, JR., P.A.

A Professional Association
3858 N. Citrus Avenue
Crystal River, Florida 34428
TEL: (352) 795-4468 FAX: (352) 795-4611

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

November 2, 2005

RE: SHIELDS AND SWANEY, INC., A FLORIDA CORPORATION

Gentlemen:

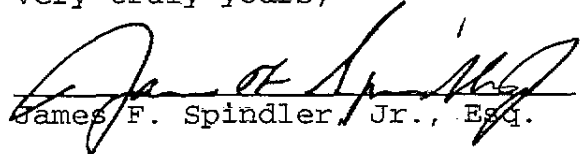
Kindly be advised that I represent, SHIELDS AND SWANEY, INC., a Florida Corporation. I am enclosing herewith, the Original Articles of Incorporation along with one photocopy for the above-named corporation. In addition, my trust check #2479 in the amount of \$78.75 which represents the following fees:

Filing Fee	\$ 35.00
Registered Agent	\$ 35.00
Certified Copy	8.75
Total Fees	\$ 78.75

Please file the enclosed original Articles of Incorporation and return the certified copy to my office at the above address.

Thank you for your attention in this matter. It is greatly appreciated.

Very truly yours,


James F. Spindler, Jr., Esq.

JFS/nmp

Enc: Articles of Inc.
Check #2479

CC: Shields And Swaney, Inc.

**ARTICLES OF INCORPORATION
OF
SHIELDS AND SWANEY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is SHIELDS AND SWANEY, INC. and its principal place of business shall be located at 780 S. Suncoast Blvd., Homosassa Springs FL 34448 the mailing address will be P.O. Box 3617, Homosassa Springs FL 34447.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one-hundred (100) shares of common stock at five dollar (\$5.00) par value, which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 780 S. Suncoast Blvd., Homosassa Springs FL 34448 and the mailing address will be P.O. Box 3617, Homosassa Springs FL 34447, and the name of the initial registered agent of this corporation at that address is KEVIN E. SHIELDS.

ARTICLE VII - DIRECTORS

Initially, this corporation shall have two (2) Directors who shall serve until their successors shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation

shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Kevin E. Shields	P.O. Box 3617 Homosassa Springs, FL 34447
Clint Swaney	P.O. Box 871745 Wasilla, AK 99687

ARTICLE VIII - OFFICERS

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

<u>Name</u>	<u>Address</u>
President Kevin E. Shields	P.O. Box 3617 Homosassa Springs, FL 34447
Vice President Clint Swaney	P.O. Box 871745 Wasilla, AK 99687
Secretary Catharine Shields	P.O. Box 3617 Homosassa Springs, FL 34447
Treasurer Catharine Shields	P.O. Box 3617 Homosassa Springs, FL 34447

ARTICLE IX - INCORPORATOR

The name and addresses of the Incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
Kevin E. Shields	P.O. Box 3617 Homosassa Springs, FL 34447

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

ARTICLE XI – PRIOR OFFER TO CORPORATION TO PURCHASE SHARES

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation, and then offering it to the other shareholder at the appraised net asset value. Such offer shall be in writing, signed by the shareholder(s), sent by registered or certified mail to the corporation at its principal place of business and remain open for acceptance by the corporation or the other shareholder for a period of ninety (90) days from the date of mailing. If the corporation or other shareholder(s) fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his or her shares as he or she may see fit.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his or her death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each shareholder.

Each share certificate issued by the corporation shall have printed or stamped on it the following legend: "These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the date of signing.

Dated: October 31, 2005

By Kevin Shields
Printed Name Kevin Shields
Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that SHIELDS AND SWANEY, INC. desiring to organize or qualify under the laws of the State of Florida, has named KEVIN E. SHIELDS, located at 780 S. Suncoast Blvd., Homosassa Springs FL 34447, mailing address will be P.O. Box 3617, Homosassa Springs FL 34448, as its agent to accept service of process within Florida.

Dated: October 31, 2005

By Kevin Shields
Printed Name: Kevin Shields
Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

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 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.

Dated: October 31, 2005

By Kevin Shields
Printed Name Kevin Shields
Registered Agent