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2006 OCT 30 PM 1:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Hampton OCT 31 2006

**LAW OFFICES**  
**IVAN D. PIEDRAHITA, P.A.**  
ATTORNEY & COUNSELOR AT LAW  
1868 N. UNIVERSITY DRIVE  
SUITE 207  
PLANTATION, FLORIDA 33321  
Telephone (954) 474-0111  
Telecopier (954) 474-8978

October 24, 2006

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

Re: Incorporation of SHEAR WILL CONSULTING, INC.

Dear Sir/Madam:

Please find the enclosed money order in the amount of \$78.75 along with the Articles of Incorporation for incorporation of the above referenced entity.

I am enclosing a self-addressed stamped envelope for return of the Letter of Incorporation and a certified copy of the Articles of Incorporation.

Thank you for your attention and cooperation regarding this matter.

IVAN D. PIEDRAHITA, P.A.

By 

IVAN D. PIEDRAHITA, ESQ.  
For the Firm

Enclosures: As set forth herein

ARTICLES OF INCORPORATION  
OF  
SHEAR WILL CONSULTING, INC.

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2006 OCT 30 PM 1:16

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation is SHEAR WILL CONSULTING, INC..

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be 1914 CORDOVA ROAD, SUITE 219, FORT LAUDERDALE, FLORIDA 33316.

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares at 1.00 par value.

ARTICLE IV TIME

The period of the duration of this corporation is perpetual unless dissolved according to law.

ARTICLE V PURPOSE

The purpose for which the corporation is organized is to operate in any lawful business allowed in the State of Florida. The Articles of Incorporation along with the By-Laws of said corporation will govern.

ARTICLE VI DIRECTORS

The number constituting the initial Board of Directors of the corporation is ONE (1), and the name and address of the person who is to serve initially is:

WILLIAM SHEAR, 1914 CORDOVA ROAD, SUITE 219, FORT LAUDERDALE, FLORIDA 33316.

ARTICLE VII

The name and address of the incorporator is:

WILLIAM SHEAR, 1914 CORDOVA ROAD, SUITE 219, FORT LAUDERDALE,  
FLORIDA 33316.

ARTICLE VIII REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

WILLIAM SHEAR 1914 CORDOVA ROAD, SUITE 219, FORT LAUDERDALE,  
FLORIDA 33316.

IN WITNESS WHEREOF, the undersigned incorporator has executed these  
Articles of Incorporation this 24th day of October, 2006.

Signature of Incorporator

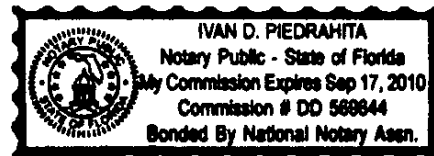
  
WILLIAM SHEAR

State of Florida  
County of Broward

The foregoing instrument was acknowledged and sworn to before me this 24th  
day of October, 2006.

  
Notary

My Commission Expires: 09-17-2010



Prepared by: Ivan D. Piedrahita  
1868 N. University Drive  
Suite 207  
Plantation, FL 33322  
(954) 474-0111

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/ registered agent, in the state of Florida.

The name of corporation is: SHEAR WILL CONSULTING, INC. 1914 CORDOVA ROAD, SUITE 219, FORT LAUDERDALE, FLORIDA 33316.

The name and address of the registered agent and office is: WILLIAM SHEAR, 1914 CORDOVA ROAD, SUITE 219, FORT LAUDERDALE, FLORIDA 33316.

Signature

WILLIAM SHEAR

Title: President

Date: OCTOBER 24, 2006

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 ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND 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.

Signature

WILLIAM SHEAR

Date: OCTOBER 24, 2006

Registered Agent Filing Fee: \$35.00

Prepared by: Ivan D. Piedrahita  
1868 N. University Drive  
Suite 207  
Plantation, FL 33322  
(954) 474-0111