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JACINTA M. MATHIS, P.A.
ATTORNEYS-AT-LAW

STUDIO PLAZA BUILDING
5979 VINELAND ROAD, SUITE 100
ORLANDO, FLORIDA 32819

TELEPHONE NUMBER (407) 363-4519
FACSIMILE NUMBER (407) 363-6819

February 28, 1995

Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

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02/02/95 00007-015
*****70.00 *****70.00

RE: ARTICLES OF INCORPORATION FOR
SHAKA INCORPORATION

Dear Sir or Madam:

I have enclosed the Articles of Corporation regarding Shaka Incorporation, together with \$35.00 to cover the Filing Fees and \$35.00 to cover the Registered Agent Designation with the check totaling \$70.00.

Thank you in advance for your immediate attention to this matter. If you have any questions or need any further information please do not hesitate to call me at (407) 363-4519.

Very truly yours,

Jacinta M. Mathis
Jacinta M. Mathis
Attorney at Law

JMM/mlg
Enclosures

FILED
MAR 1 1995
TALLAHASSEE, FL
CLERK OF COURT

7644
3-3-95

**ARTICLES OF INCORPORATION
OF
SHAKA, INCORPORATED.**

FILED

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Pursuant to the Florida General Corporation Act, these Articles of Incorporation provide that:

**ARTICLE ONE
NAME**

The name of this corporation is SHAKA, INCORPORATED. ("Corporation").

**ARTICLE TWO
DURATION**

The period of its duration for this Corporation is perpetual.

**ARTICLE THREE
PURPOSE**

The purpose is to engage in any activities or business allowed under the laws of the United States and the State of Florida.

**ARTICLE FOUR
CAPITAL STOCK**

The Corporation is authorized to issue 7500 shares of common stock class, with a One Dollar (\$1.00) par value for each share.

**ARTICLE FIVE
INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the registered agent are as follows:

Jacinta M. Mathis, Esquire
Mathis Law Firm, P.A.
Studio Plaza Building
5979 Vineland Road, Suite 300
Orlando, Florida 32819

**ARTICLE SIX
PRINCIPAL PLACE OF BUSINESS**

The principal office of the Corporation is

2514 Laurel Avenue
Sanford, Florida 32771

**ARTICLE SEVEN
INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the Corporation in the manner provided by law, but the number of directors shall never be less than one (1).

The name and address of the initial director of this Corporation is:

Julia Davis
2514 Laurel Avenue
Sanford, Florida 32771

**ARTICLE EIGHT
INCORPORATORS**

The names and address of the Incorporator signing these Articles of Incorporation is:

Jacinta M. Mathis, Esquire
Studio Plaza Building
5979 Vineland Road, Suite 300
Orlando, Florida 32819

**ARTICLE NINE
NON-RESIDENT DIRECTORS**

Directors need not be residents of the State of Florida.

**ARTICLE TEN
DIRECTORS' AUTHORITY TO FIX COMPENSATION**

Directors shall have authority to fix the compensation of the officers of this Corporation.

ARTICLE ELEVEN AMENDMENT OF ARTICLES

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. The power to adopt, amend or repeal the Articles of Incorporation of this Corporation shall be vested in the Board of Directors and upon a majority vote of the directors.

ARTICLE TWELVE INDEMNIFICATION

The Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation.

ARTICLE THIRTEEN SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative votes of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE FOURTEEN REMOVAL OF DIRECTORS

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

ARTICLE FIFTEEN INFORMAL ACTION OF DIRECTORS

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the written evidence of their consent is filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

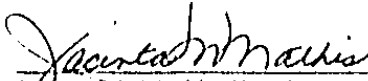
ARTICLE SIXTEEN RESTRICTIONS ON TRANSFER OF STOCK

Restrictions on the sale or transfer of the stock of this Corporation may be set forth in a buy-sell agreement.

**ARTICLE SEVENTEEN
HEADING AND CAPTIONS**

The headings or captions of these Articles of Incorporation are inserted for convenience. They shall not have any force or effect and the interpretation of the various Articles shall not be influenced by the language of the headings or captions.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 28th day of February 1995.

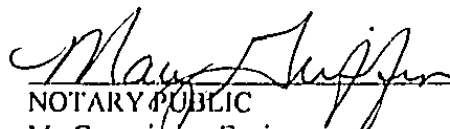


Jacinta M. Mathis, Esquire
Incorporator

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared Jacinta M. Mathis, Esquire, to be known to be the persons who executed the foregoing Articles of Incorporation, and she acknowledged to before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28th day of February 1995.



NOTARY PUBLIC
My Commission Expires:



MARY GRIFFIN
My Commission CC365866
Expires May. 21, 1998
Bonded by HAI
800-422-1555

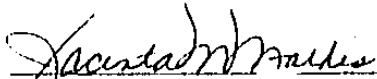
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

Shaka, Inc., (the "Corporation") desiring to organize as a domestic Corporation or qualify under the laws of the State of Florida has named and designated Jacinta Mathis as its registered agent to accept service of process within the State of Florida with its registered office at Studio Plaza Building, 5979 Vineland Road, Suite 300, Orlando, Florida 32819

ACKNOWLEDGMENT

Having been named Registered Agent for the Corporation at the place designed in this Certificate, I agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 28th day of February, 1995.


Jacinta M. Mathis, Esquire
Registered Agent

FILED
65 MAR -2 PM 1:33
CLERK OF COURT
JACINTA M. MATHIS