

THE LAW OFFICE OF

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| <u> </u> | nion Name) Pick up time | (Document #) = 077/24/3501046003 ++++122.50 ++++122.50 |
| Mail out NEW FILINGS | Will wait Photo topy AMENDMENTS | Certificate of Status (69378) |
| Profit | Amendment | |
| NonProfit | Resignation of R.A., Offi | cer/Director |
| Limited Liability | Change of Registered Ag | ent |
| Domestication | Dissolution/Withdrawal | (3/1095 - 1 202) |
| Other | Merger | |
| OTHER FILINGS | REGISTRATION/ | -1777 |
| Annual Report | QUALIFICATION | |
| Fictitious Name | Foreign | (ピラナ |
| Name Reservation | Limited Partnership | |
| | Reinstatement | |
| | Trademark | Examiner's Initials |
| | Other | |



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

July 26, 1995

KEN WARD P.A. 701 BAYSHORE BLVD. TAMPA, FL 33606

SUBJECT: S & M, INC. Ref. Number: W95000015025

We have received your document for S & M, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Letter Number: 395A00035513

Terri Buckley Corporate Specialist THE LAW OFFICE OF

KEN WARD, P. A.

701 BAYGHORI, BOULEVARD BUITE 101 TAMPA, FLORIDA JUBOB

KEN WARD RAY SEAFORD

(813) 251 4198 Fax (813) 254 9462

Terri Buckley Corporate Specialist Division of Corporations P.O. Box 6327 Tallahassee, Fl. 32314

RE: Sharimo Enterprises, Inc.

Dear Terri:

Enclosed please find Articles of Incorporation for Sharimo Enterprises, Inc., along with your July 26th correspondence. I will assume that you still have the filing fee sent with our original application for S&M, Inc. and have not enclosed payment for the filing for Sharimo. Thank you and I would appreciate anything you can do to expedite the filing of this new corporation.

Sincerely.

Qinni McEwen

Paralegal/Law Office of Ken Ward, P.A.

Enc.

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ARTICLES OF INCORPORATION OF SHARIMO ENTERPRISES, INC.

The undersigned subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and hereby adopts the following Articles of Incorporation as the Charter of the corporation hereby organized.

ARTICLE_I

NAME AND ADDRESS

The name and address of the Corporation is SHARIMO ENTERPRISES, INC., 9209 Lazy Lane, Tampa, Fl. 33614.

ARTICLE II

DURATION

The corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation, unless terminated earlier.

ARTICLE III

PURPOSES AND POWERS

This corporation is organized for the purpose of engaging in all lawful business activities permitted to a Corporation under the Florida General Corporation Law, as in effect from time to time.

ARTICLE IV

CAPITAL STOCK

The amount of capital stock authorized shall consist of One Hundred Shares (100) of common voting stock with a par value of fifty cents (\$.50) each.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased of decreased from time to time by action of the board and in accordance with the provision of the Bylaws. The names and addresses of the directors of this Corporation are:

Alireza Shariati, 9209 Lazy Lane, Tampa, Fl. 33614 Mahmoud Shariati, 9209 Lazy Lane, Tampa, Fl. 33614 Mohammad Moqhadassi, 9209 Lazy Lane, Tampa, Fl. 33614

ARTICLE X

MEETINGS

The shareholders and directors of this Corporation shall meet at least once annually at the corporations's principal office on the annual date of the execution of these articles or at such other time and place as may be provided in the Bylaws.

ARTICLE XI

OFFICERS

This Corporation shall have three (3) officers: a president, a secretary and a treasurer, with such duties as shall be by the laws of the State of Florida. The initial officers and offices of this corporation are:

President: Alireza Shariati, 9209 Lazy Lane, Tampa, Fl. 33614 Secretary: Mohammad Moghadassi, 9209 Lazy Lane, Tampa, Fl.

33614

Treasurer: Mahmoud Shariati, 9209 Lazy Lane, Tampa, Fl. 33614

Dividends to shareholders may, in the discretion of the Board of Directors, be paid in cash or in property, but no dividend may be made which would impair the restricted or reserved unearned surplus of the Corporation, except as provided by Florida law.

ARTICLE_V

SHARES NOT TO BE DIVIDED INTO CLASSES

The shares of the capital stock of the Corporation are not to be divided into classes.

ARTICLE VX

RESTRICTIONS ON TRANSFER

The Board of Directors may, in its discretion, include within the Bylaws of the Corporation restrictions on the transfers of shares of stock in the Corporation.

ARTICLE VII

NO SHARES ISSUED IN SERIES

The shares of the capital stock are not to be issued in series.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation is 701 S. Bayshore Blvd., Suite 101, Tampa, Fl. 33606. The initial registered agent shall be Ken Ward, Esq.

BYLAWS

The Board of Directors may adopt and amend Bylaws for the corporation as provided in the Florida General Corporation Law, by majority vote.

ARTICLE XIII

INCORPORATOR

The name and address of the incorporator of this corporation is Alireza Shariati, whose address is 9209 Lazy Lane, Tampa, Fl. 33614.

ARTICLE XIV

INDEMNIFICATION

This corporation shall indemnify any officer, director, of employee of the Corporation, or any former officer, director or employee of the Corporation to the full extent permitted by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his name this _____ day of August, 1995.

ALIREZA SHARIATI, INCORPORATOR

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this day of August, 1995 by Alireza Shariati, who is personally known to me or has produced as identification, and who did take an oath.

(Printed name of Notary)

i.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Section 48.091, Fla. Stat. (1985), the following is submitted:

Sharimo Enterprises, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 9209 Lazy Lane, Tampa, Fl. 33614, has named Ken Ward, Esq. as its agent to accept service of process within the state of Florida.

| Title: Fresident | : :: |
|---|-----------|
| Having been named to accept service of process for | the above |
| stated corporation, at the place designated in this certificated in the certification of the | ficate, I |
| hereby agree to act in this capacity, and I further agree | to comply |
| with the provisions of all Statutes relative to the process complete performance of my duties. | coper and |

Date: 8-8-95

SHARIMO ENTERPRISES, INC.