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STEVEN WARM
BOCA CORPORATE CENTER
2101 CORPORATE BOULEVARD
SUITE 215
BOCA RATON, FLORIDA 33431

1995 SEP 8 AM 11:33
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 6, 1995

State of Florida
Department of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32314

SEP 13 1995
09:08/95--0108--017
****122.50****122.50

In Re: SHER BEARS, INC.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above incorporation. Please file the original in your offices, certify and return to us one certified copy.

We are enclosing our check in the amount of \$122.50 covering:

\$35.00 filing fee
\$35.00 registered agent fee
\$52.50 certified copy

Sincerely,

Michele O'Leary
Michele O'Leary for
STEVEN WARM, ESQUIRE

Enclosure

R. GYESSER SEP 13 1995

ARTICLES OF INCORPORATION
OF

SHER BEARS, INC.

ARTICLE ONE

NAME OF CORPORATION

The name of the corporation is SHER BEARS, INC.

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ARTICLE TWO

DURATION

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

ARTICLE THREE

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as same now exists or as it may hereafter be amended.

ARTICLE FOUR

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of (\$0.01) par value common stock which shall be designated as "Common Shares".

ARTICLE FIVE
PREEMPTIVE RIGHT

Every shareholder, upon sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE SIX
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Boca Corporate Center, 2101 Corporate Boulevard, Suite 215, Boca Raton, Florida, 33431 and the initial registered agent of this corporation at that address is STEVEN WARM, ESQUIRE, The corporation's principal business address shall be 4914-56 Le Chalet Boulevard, Boynton Beach, Florida 33437.

ARTICLE SEVEN
INITIAL BOARD OF DIRECTORS

The corporation shall have one Director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five.

The names and addresses of the initial Board of Directors of the corporation are as follows:

SHERRIE JENKINS
4914-56 Le Chalet Boulevard
Boynton Beach, Florida 33437

ARTICLE EIGHT

INCORPORATORS

The name and address of the Incorporator signing these articles is

STEVEN WARM, ESQUIRE Boca Corporate Center
2101 Corporate Boulevard
Suite 215
Boca Raton, Florida 33431

The Incorporator, STEVEN WARM, ESQUIRE, is an attorney at law and has formed the corporation on behalf of the real party or parties in interest. Upon payment of his fees and indemnification for any acts taken other than by him in connection with the corporation, said Incorporator shall transfer to the real party or parties in interest or their nominees all rights in and to the corporation.

ARTICLE NINE

INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE TEN

AMENDMENT

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


ARTICLE ELEVEN

EFFECTIVE DATE

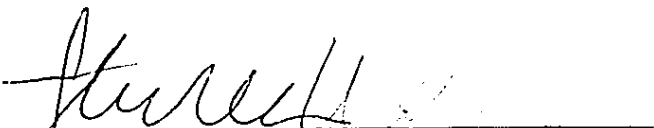
It is intended that these Articles shall be submitted for recording forthwith and, pursuant to law, shall be deemed effective as of the date of execution hereof.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 6th day of

September 1995.


STEVEN WARM, ESQUIRE
Incorporator

I HEREBY ACKNOWLEDGE THAT I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES OF REGISTERED AGENT FOR THE WITHIN CORPORATION.


STEVEN WARM, REGISTERED AGENT

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