

ACCOUNT NO. : 0721000000032

REFERENCE: 686247 8008A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE: September 19, 1995

ORDER TIME : 9:45 AM

ORDER NO. : 686247

CUSTOMER NO: 8308A

CUSTOMER: Cort Neimark, Edg SALON MARROW & DYCKMAN

685 Third Avenue

New York, NY 10017

DOMESTIC FILING

SHELL FACTORY REAL ESTATE, NAME:

CORP.

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION

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OF

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SHELL FACTORY REAL ESTATE, CORP.

I, the undersigned, a natural person competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I NAME OF CORPORATION

The name of this Corporation shall be:

SHELL FACTORY REAL ESTATE, CORP.

ARTICLE II GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III CAPITAL STOCK

The total authorized capital stock of this Corporation is 10,000 shares of Common Stock, par value one cent (\$.01) per share.

ARTICLE IV TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of this Corporation in the State of Florida is 2787 North Tamiami Trail, North Ft. Myers, FL 33903-2878. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VI NUMBER OF DIRECTORS

The Corporation shall have not less than three (3) Directors.

ARTICLE VII INCORPORATOR

The name and street address of the Incorporator of these articles is:

CORT A. NEIMARK 800 Corporato Drivo, Suito 602 Ft. Lauderdale, FL 33334

ARTICLE VIII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2787 N. Tamiami Trail, North Ft. Myers, FL 33903-2787 and the name of the initial registered agent of the Corporation at that address is John Woyden.

ARTICLE IX COMMENCEMENT OF CORPORATE EXISTENCE

Pursuant to Section 607.0203, Florida Statutes, this Corporation shall commence its corporate existence upon filing.

CORT A. NEIMARK, INCORPORATOR

STATE OF FLORIDA COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared CORT A. NEIMARK, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation and who swore and acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein set forth.

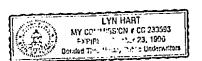
WITNESS my hand and official seal.

Notary Public

Print, stamp or type as commissioned

X Personally known to me, or Produced Identification:

(type of identification)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICTLE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Acti

That SHELL PACTORY REAL ESTATE, CORP., desiring to organize under the laws of the State of Plorida, with its Registered Office as indicated in the Articles of Incorporation at 2787 North Tamiami Trail, North Ft. Myers, PL 33903-2787, and John Woyden as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Cartificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

- DOG-JOHN WOYDEN, REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared JOHN WOYDEN, to me known to be the person described as Registered Agent in and who executed the foregoing Articles of Incorporation and who swore and acknowledged that he/she executed the foregoing Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal. Notary Public

NOTARY PUPLIC, STATE OF IT CRIPA, MY COMMISSION I SPRING SAME SET 195, BOUGHD THAN NOTARY PUBLIC USER IS SET 195.

Print, stamp or type as

commissioned

personally known to me, or Produced Identification:

(type of identification)

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TOTAL P.03

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