

JAN 25 1998 BSR

**ARTICLES OF INCORPORATION  
OF  
THE SHAFF GROUP EXCELLERS, INC.**

**FILED**  
96 JAN 22 AM 9:06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED**, acting as sole incorporator of the Shaff Group Excellers, Inc., under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

**Name and Office**

The name of the corporation shall be The Shaff Group Excellers, Inc., and the corporate address shall be 531 Versailles Dr.; Suite 201, Maitland, FL 32751.

**ARTICLE III**

**Duration**

The duration of the corporation is perpetual.

**ARTICLE III**

**General Purposes**

The purpose of the corporation is to engage in any acts or activities for which a corporation may be organized under Chapter 607 of the Florida Statutes.

**ARTICLE IV**

**Shares**

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1000) consisting of a single class of common stock, \$1.00 par value per share.

**ARTICLE V**

**Initial Registered Office and Agent**

The address of the initial Registered Office of the corporation is 531 Versailles Dr.; Suite 201, Maitland, FL 32751, and the initial Registered Agent at such address is Frances Shaff.

**ARTICLE VI**

**Initial Board of Directors**

The number of Directors constituting the initial Board of Directors of the corporation is one (1). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The names of the persons who are to serve as initial Directors until the first annual meeting of the shareholders of the corporation or until such successor Directors are elected and shall qualify are as follows:

Frances Shafe  
167 Lakewood Circle  
Maitland, FL 32751

**ARTICLE VII**

**Preemptive Rights Granted**

Each shareholder of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation.

**ARTICLE VIII**

**Incorporator**

The name and address of the sole incorporator of the corporation is: Harris N. Dvoves, 200 E. Robinson St.; Suite 1250, Orlando, FL 32801.

IN WITNESS WHEREOF, these articles have been signed by the undersigned incorporator this 18<sup>th</sup> day of January, 1996.

Harris N. Dvoves  
Harris N. Dvoves, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of Jan, 1996 by Harris N. Dvoves, who is personally known to me and who executed the foregoing Articles of Incorporation.



TERESA L. ALLIGOOD  
My Commission CC310700  
Expires Sep. 02, 1997  
Bonded by HAI  
800-422-1555

Teresa L. Alligood  
NOTARY PUBLIC, STATE OF FLORIDA

Teresa L. Alligood  
Notary's Name Printed

**ACCEPTANCE OF APPOINTMENT BY**  
**INITIAL RESIDENT AGENT**

THE UNDERSIGNED, an individual resident of Florida, having been named in Article V of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

Frances Shafe  
Frances Shafe  
Registered Agent