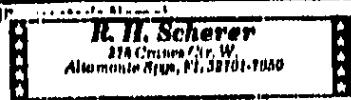


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(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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*****122.50 *****122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

Walk in Pick up time _____ Certified Copy

Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

W96 6/1
51
1/25
Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Martham
Secretary of State

January 9, 1996

R.H. SCHERER
278 CRANES CIRCLE WEST
ALTAMONTE SPRINGS, FL 32701-7650

SUBJECT: SCHERER ENTERPRISES, INC.
Ref. Number: W96000000617

We have received your document for SCHERER ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(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.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 696A00000951

**ARTICLES OF
INCORPORATION OF**

Scherer Enterprises, Inc.

The undersigned, acting as Incorporator(s) of a corporation under the Florida General Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

**I
NAME OF CORPORATION**

The name of this corporation is:

Scherer Enterprises, Inc.

Scherer Marketing, Inc.

**II
DURATION**

The period of its duration is perpetual.

**III
PURPOSE**

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

**IV
CAPITAL STOCK**

The corporation is authorized to issue 1,000 shares of capital stock, all of one class, at no par value.

**V
INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent and office of this corporation is as follows:

**Sherri Dewitt Esq.
243 W. Park, Suite #101
Winter Park, Fl 32789**

**VI
INITIAL CORPORATE ADDRESS & 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 shall never be less than one (1).

The address of this corporation is:

278 Cranes Circle West
Altamonte Springs, Fl 32701

The names and addresses of the initial director of this corporation are:

Mr. Roy Scherer
278 Cranes Circle West
Altamonte Springs, Fl 32701

**VII
INCORPORATOR**

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

Mr. Roy Scherer
278 Cranes Circle West
Altamonte Springs, Fl 32701

**VIII
AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**IX
PRE-EMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

X 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.

XI INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are 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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 29 day of December, 1995.



Incorporator FDLA SL60-728-41-258 (91)

STATE OF FLORIDA

COUNTY OF ~~ORANGE~~

~~Seminole Co.~~

BEFORE ME, the undersigned authority, personally appeared Mr. Roy Scherer who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at

GREAT WESTERN BANK - ALTAMONTE SPRINGS in said County and State, this
29th day of December, 1995.

Notary Public (SEAL)



State of Florida

My Commission Expires: _____



Jan. 16, 1996

Sandra B. Mortham
Secretary of State
Florida Dept. of State
Div. Of Corporations
Tallahassee, FL 32314

Dear Ms. Mortham:

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation."

Sincerely,



Sherri Dewitt Esq.
Hunter, Pattillo, Marchman and Dowitt