

FILED
96 MAR 11 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SHAR PEI DESIGN GROUP, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SHAR PEI DESIGN GROUP, INC.

The address of the principal office of this corporation shall be 209 Duval Street, Key West, Florida 33040, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Michelle Keevan	209 Duval Street
Dir./Pres./Sec./Treas.	Key West, Florida 33040

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

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ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on March 8, 1996.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby



THE UNITED STATES CORPORATION COMPANY

P96000021895

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97 FEB 24 PM 3:21
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 269429

AUTHORIZATION :

9160A
Patricia Pyper

COST LIMIT : \$ 35.00 *4000*

ORDER DATE : February 21, 1997

ORDER TIME : 3:42 PM

ORDER NO. : 269429

CUSTOMER NO: 9460A

CUSTOMER: Michael Halpren, Esq
Michael Halpern, Esq

300002095443-1

209 Duval Street
Key West, FL 33040

CHANGE OF AGENT

NAME: SHAR PEI DESIGN GROUP, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Michael E. Klunk

*RA Change
2/24/97
DC*

Charter No. _____

Date Filed March 11 1996

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT**

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the under-
signed corporation, organized under the laws of the State of Florida, submits the following statement for
the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: Shar Pei Design Group, Inc.

2. The name and address of its present registered agent is:

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, Florida 32301

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3. The name and street address to which its registered agent is to be changed is:
(P.O. BOX NOT ACCEPTABLE)

Michael Halpern, P A/

209 Duval Street

Key West, Florida 33040

4. The street address of its registered office and the street address of the business office of its registered
agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of
the corporation so authorized by the board of directors.

Michelle Keevan, President

(Typed or printed name and title)

Signature *Michelle Keevan*

(President or Vice President)

Date 1/22/97

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FUR-
THER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE
OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA
STATUTES.

Please Print/Type Name Michael Halpern, P A

Signature *M Halpern*

(Agent)

Date 1/28/97