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TALLAHASSEE, FL 32310
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904-222-0111 FAX

FILED
APR 16 8:56 AM '96
TALLAHASSEE, FLORIDA

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ACCOUNT NO. : 072100000000
REFERENCE : 919916 122370A
AUTHORIZATION :
COST LIMIT : \$ PREPAID

ORDER DATE : April 16, 1996

ORDER TIME : 10:53 AM

ORDER NO. : 919916

CUSTOMER NO: 122370A

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****122.50 ****122.50

CUSTOMER: Tami Anne Gray, Secretary
MEYER & WATTS

Suite 107
611 Druid Road East
Clearwater, FL 34616

DOMESTIC FILING

NAME: SHEPHARD'S PYRAMID, INC.

EFFECTIVE DATE:

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: Michelle Bailey

EXAMINER'S INITIALS: _____

4-18-96
TB
RECEIVED
96 APR 16 PM 12:09
DIVISION OF CORPORATION

LAW OFFICES
OF
MEYER & WATTS

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

LARRY K. MEYER, P.A.
STEPHEN G. WATTS, P.A.

*FLORIDA BAR BOARD CERTIFIED
IN ESTATE PLANNING AND
PROBATE LAW

DRUHILL PROFESSIONAL CENTER
611 DRUID ROAD EAST, SUITE 107
P.O. BOX 10213
CLEARWATER, FLORIDA 34617
(813) 461-3232
TELECOPIER (813) 441-8044

4/15/96

Secretary of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

RE: Shephard's Pyramid, Inc

Dear Sir or Madam:


Enclosed you will find two sets of Articles of Incorporation for the above referenced corporation. Please file the same with your office at your earliest convenience.

Also enclosed you will find our check in the amount of \$ 122.50 to cover the costs.

Thank you for your attention to this matter.

Sincerely yours,

MEYER & WATTS


Patty Diaz
Legal Assistant
Enclosures

ARTICLES OF INCORPORATION
OF
SHEPHARD'S PYRAMID, INC.

FILED
96 APR 16 AM 8:56
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Article I - Name

The name of the corporation is SHEPHARD'S PYRAMID, INC. and the principal office and mailing address is 619 South Gulfview Boulevard, Clearwater Beach, Florida 34630.

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

This corporation is organized for the following purposes: the general purpose for which this corporation shall be organized shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

Article IV - Capital Stock

This corporation is authorized to issue 1,000 shares of common stock, having a par value of \$1.00 per share.

The stock as aforesaid shall be paid for in lawful money of the United States, or in property, labor or services at a just valuation to be fixed by the incorporators, or by the Board of Directors at a meeting to be called for that special purpose.

All voting power of this corporation shall be vested in the common stock above designated.

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 619 South Gulfview Boulevard, Clearwater Beach, Florida 34630, and the name of the initial registered agent of this corporation at that address is William Shephard.

Article VII - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

William Shephard 619 So. Gulfview Blvd.
Clearwater, FL 34616

Article VIII - Incorporator

The name and address of the person signing these Articles is:

William Shephard 619 So. Gulfview Blvd.
Clearwater, FL 34616

Article IX - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15th day of April, 1996.

William M. Shephard
William Shephard

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, 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.

William M. Shephard
William Shephard, Registered Agent

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared William Shephard, who is personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation; and acknowledged before me that he executed those Articles of Incorporation.

WITNESS my hand and official seal this 15 day of April, 1996.

Christina A. Waterhouse
Notary Public
CHRISTINA A. WATERHOUSE

My commission expires:

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96 APR 16 PM 8:56
NOTARY PUBLIC, STATE OF FLORIDA
TALLAHASSEE, FLORIDA