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BURNSTEIN AND KNEE
ATTORNEYS AT LAW

6th FLOOR HOME SAVINGS BANK BUILDING
1720 HARRISON STREET
HOLLYWOOD, FLORIDA 33020-6879

MYRON H. BURNSTEIN
JERROLD KNEE

April 16, 1996

TELEPHONE (954) 927-4243
MIAMI TELEPHONE 945-6161
TELEFAX (954) 923-3235

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Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee FL 32314

Re: Shirbet, Inc.

Gentlemen:


Enclosed please find two copies of the Articles of Incorporation and a Certificate Designating Registered Agent in connection with the above captioned corporation, together with the following fees:

Filing Articles of Incorporation	\$35.00
Filing Registered Agent Certificate	35.00
Return of Certified Copy of Articles	<u>52.50</u>

Total \$122.50

Please return a certified copy of the Articles of Incorporation to the above address.

Sincerely,



Jerrold Knee

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FILED
96 APR 18 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GB 4/22/96

**ARTICLES OF INCORPORATION
OF
SHIRBET, INC.**

ARTICLE I - NAME

The Name of this corporation is:

SHIRBET, INC.

ARTICLE II - MAILING ADDRESS

The initial mailing address of this corporation is 7890 S.W.
86th St., Miami, Florida, 33143.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00
par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

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

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this
corporation is 1720 Harrison St., Hollywood, FL 33020

The name of the initial registered agent of this corporation
at that address is Jerrold Knee.

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CLERK OF DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

ARTICLE VI - DIRECTORS

The names and addresses of the initial directors of the corporation are: Shirley Knight, 7980 S. W. 86th St., Miami, FL 33143 and Betty Pomponio, Box 190, Meadow Bridge, WV, 25976.

ARTICLE VII - PURPOSE AND POWERS

This corporation is organized for the purpose of transacting any or all lawful business. This corporation shall have all of the powers enumerated for corporations under the laws of the State of Florida.

ARTICLE VIII - NAME OF INCORPORATOR

The name and address of the person signing these Articles of Incorporation as subscriber/incorporator is Jerrold Knee, 1720 Harrison St., Hollywood, FL 33020.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16 day of April, 1996.

Jerrold Knee

STATE OF FLORIDA

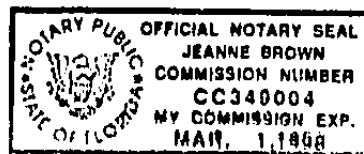
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 16 day of April, 1996, by Jerrold Knee, who is personally known to me.

Jeanne Brown

Jeanne Brown, Notary Public

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

SHIRBET, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED JERROLD KNEE LOCATED AT 1720 HARRISON ST., CITY OF HOLLYWOOD, STATE OF FLORIDA, 33020, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE OF CORPORATE OFFICER: _____

Title: V-P

Date: 4-16-96

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

SIGNATURE OF REGISTERED AGENT: _____

Date: 4-16-96