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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
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MIAMI FL 33135- 9-0000  
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SHAUN TAYLOR ENTERPRISES, INC.  
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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION  
OF  
SHAUN TAYLOR ENTERPRISES, INC.

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THE UNDERSIGNED, hereby makes, subscribes, acknowledges and files these  
Articles of Incorporation for the purpose of becoming a corporation under the laws of the  
State of Florida.

ARTICLE I

NAME

The name of this Corporation is **SHAUN TAYLOR ENTERPRISES, INC.** and its  
principal place of business is 45 Antilla Avenue, G-3, Coral Gables, Florida 33134.

ARTICLE II

DURATION

This Corporation shall have perpetual existence which shall commence at the date  
of the filing of these Articles with the Secretary of State.

ARTICLE III

PURPOSES

The Corporation may engage in any activity or business permitted under the laws  
of the United States and of the State of Florida.

Laura Bolch, Esquire  
Florida Bar No. 784477  
Wampler, Buchanan & Brown, P.A.  
777 Brickell Avenue, Suite 600  
Miami, FL 33131  
Phone: (305) 577-0044/Fax: (305) 577-4543

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#### ARTICLE IV

##### AUTHORIZED SHARES

The capital stock of this Corporation shall be 7,500 Shares of Common Stock of One Dollar (\$1.00) par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no pre-emptive right granted to the stockholders with respect to the shares of the Corporation. On dissolution or liquidation of the Corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the Corporation.

#### ARTICLE V

##### REGISTERED AGENT AND OFFICE

The initial registered agent of this Corporation and his address is as follows: Laurio Bolch, Esquire, Wampler, Buchanan & Breen, P.A., 900 Sun Bank Building, 777 Brickell Avenue, Miami, Florida 33131.

#### ARTICLE VI

##### BOARD OF DIRECTORS

1. The number of Directors of this Corporation shall not be less than one (1) nor more than seven (7). The By-Laws may provide for the increase or decrease in the number thereof, provided that the number of Directors, from time to time, shall never be less than one (1).

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2. The Corporation shall initially have one (1) Directors. The names and addresses of the Initial Directors are as follows:

**NAME**

Shaun Taylor

**ADDRESS**

45 Anilla Avenue  
G-3  
Coral Gables, Florida 33134

**ARTICLE VII**

**INCORPORATOR**

The name and address of the Incorporator of these Articles of Incorporation is as follows:

Laurie Bolch, Esquire  
777 Brickell Avenue  
900 SunTrust Building  
Miami, Florida 33131

**ARTICLE VIII**

**ADDITIONAL PROVISIONS**

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting, and regulating the powers of the Corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or

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document of the Corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

2. No person shall be required to own, hold, or control stock in the Corporation as a condition precedent to holding an office in the Corporation.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

4. This Corporation shall indemnify any officer or Director, and any former officer or Director to the full extent provided by law. This Corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. The power to adopt, alter, and repeal By-Laws shall be in the Board of Directors of the Corporation or in the stockholders; By-Laws adopted by the Board of Directors may be altered or repealed by the stockholders and vice versa, except that the stockholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned, has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida, for the uses and purposes aforesaid this 17th day of May, 1998.

  
Laurie Bolch  
Incorporator

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STATE OF FLORIDA )  
COUNTY OF DADE ) ss.

BEFORE ME the undersigned authority, personally appeared Laurie Bolch, who is to me well known to be the person described in and who subscribed the above and foregoing Articles of Incorporation, and she has freely and voluntarily acknowledged before me, according to law, that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Miami, Dade County, Florida, this 17<sup>th</sup> day of MAY, 1998.

NOTARY PUBLIC:

Sign: Anne S. McLeod

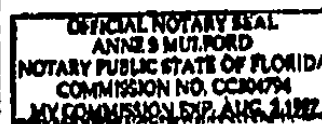
Print: ANNE S. McLEOD  
State of Florida at Large

My Commission Expires:

Personally Known ✓ or

Produced Identification \_\_\_\_\_

Type of Identification Produced \_\_\_\_\_



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

FILED  
CLERK OF DISTRICT COURT  
MAY 17 1996

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Act: SHAUN TAYLOR ENTERPRISES, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named Laurie Bolch, Esquire, located at 900 SunTrust Building, 777 Brickell Avenue, Miami, Florida 33131, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above- stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and I agree to comply with the provisions of said Act relative to keeping open said office, and I accept the obligations of Chapter 607.325 of the Florida Statutes.

  
Laurie Bolch  
Registered Agent

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