

CAPITAL CONNECTION, INC.

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 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
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 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

P96000044868

RE: Shearer & Associates, Inc. No 53037
 95 MAY 28 AM 10:04

SIG. O. FEE BY DISBURSED
 TALLAHASSEE, FLORIDA

☒ Capital Express™
☐ Art. of Inc. File _____
☐ Corp. Record Search _____
☐ Ltd. Partnership File _____
☒ Foreign Corp. File _____
☐ () Cert. Copy(s) _____
☐ Art. of Amend. File _____
☐ Dissolution/Withdrawal _____
☐ C U S. _____
☐ Fictitious Name File _____
☐ Name Reservation _____
☐ Annual Report/Reinstatement _____
☐ Reg. Agent Service _____
☐ Document Filing _____
☐ Corporate Kit _____
☐ Vehicle Search _____
☐ Driving Record _____
☐ Document Retrieval _____
☐ UCC 1 or 3 File _____
☐ UCC 11 Search _____
☐ UCC 11 Retrieval _____
☐ File No.'s, Copies _____
☐ Courier Service _____
☐ Shipping/Handling _____
☐ Phone () _____
☐ Top Priority _____
☐ Express Mail Prop. _____
☐ FAX () _____ pgs.

SUBTOTALS _____

FEE.....
 DISBURSED.....
 SURCHARGE.....
 TAX on corporate supplies.....
 SUBTOTAL.....
 PREPAID.....
 BALANCE DUE.....

RECEIVED
 96 MAY 28 AM 9:27
 DIVISION OF CORPORATION

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY Over _____

WALK-IN 5/28 12:00
 Will Pick Up _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
SHEARER & ASSOCIATES, INC.

FILED

96 MAY 28 AM 10:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is Shearer & Associates, Inc.

ARTICLE II - STREET ADDRESS

The street address of the initial principal office and the mailing address of the corporation is 2000 N. Riverside Drive, Pompano Beach, Florida 33062.

ARTICLE III - DURATION

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE IV - PURPOSE

This purpose of this corporation is to engage in any activities or business permitted under the laws of the United State and Florida; including transacting any or all lawful business.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue One Thousand (1,000) shares, all of one class, at One (\$1.00) Dollar par value, and such shall be designated "common shares".

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale (by this corporation) for cash or property 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 (as nearly as may be done without issuance of fractional shares) at the price per share at which it is offered to others (based on cash value or fair market value of property involved in the sale).

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2000 N. Riverside Drive, Pompano Beach, Florida 33062, and the name of the initial registered agent of this corporation at that address is William G. Shearer.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial directors of this corporation are William G. Shearer, 2000 N. Riverside Drive, Pompano Beach, Florida 33062; and Joanne M. Shearer, 2000 N. Riverside Drive, Pompano Beach, Florida 33062..

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles as the incorporator is William G. Shearer, 2000 N. Riverside Drive, Pompano Beach, Florida 33062.


ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation. As long as this corporation has thirty-five (35) or fewer shareholders, a majority of such shareholders may amend these articles of incorporation without an act of the directors at a meeting for which notice of the changes to be made is given to all shareholders.

IN WITNESS WHEREOF, the undersigned incorporator executed these articles of incorporation this 24th day of May, 1996.



WILLIAM G. SHEARER.

Incorporator and Registered Agent

STATE OF FLORIDA
COUNTY OF BROWARD

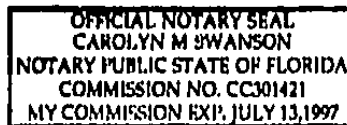
I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared WILLIAM G. SHEARER, personally known to me or who has produced _____ as identification, and to me known to be the person

described in and who executed the foregoing articles of incorporation as incorporator and registered agent and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 24th day of May, 1996.

Carolyn M. Swanson
Notary Public
Commission No.

My Commission Expires:



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

FILED
96 MAY 20 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

Shearer & Associates, Inc., desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, at **2000 N. Riverside Drive, Pompano Beach, Florida 33062**, has named **William G. Shearer**, as its registered agent to accept service of process within this state.

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office as provided for in Florida Statutes 607.0505.



WILLIAM G. SHEARER
Registered Agent