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LAW OFFICE
RICHARD B. SABRA, P.A.
ADMITTED IN FLORIDA AND CALIFORNIA

TAXATION
CORPORATION AND BUSINESS LAW
WILLS, TRUSTS, ESTATE PLANNING,
ELDER LAW AND PROBATE

BUITE 208
4001 SHERIDAN STREET
HOLLYWOOD, FLORIDA 33021

TELEPHONE (954) 988-1888
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SECRETARY OF STATE
FLORIDA

FILED

AUG 29 PM 1:50

August 14, 1996

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-08/20/96--01017--004
****122.50 ****122.50

RE: SHEBA ENTERPRISES, INC.

Dear Sir/Madam::

Enclosed is the original and one copy of Articles of Incorporation for the above-referenced proposed corporation.

Enclosed is check number 1998 payable to the Secretary of State in the amount of One Hundred Twenty-Two 50/100 Dollars (\$122.50) as and for filing fees.

Please prepare a certified copy of the said Articles of Incorporation, endorse your approval thereon, and return the certified copy to me.

If, for any reason, the enclosed documents are insufficient to issue charters for the proposed corporations, PLEASE CALL ME COLLECT.

Sincerely,



RICHARD B. SABRA, ESQ.

RBS/kf
Encls.

cc: Sheba Enterprises, Inc.

11 AUG 20 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SHEBA ENTERPRISES, INC.

The undersigned, for the purpose of forming a Corporation for Profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation:

Article I - Name

The name of the Corporation is SHEBA ENTERPRISES, INC.

Article II - Principal Office

The principal place of business and mailing address of the Corporation is 2810 E. Oakland Park Boulevard, Suite 200, Fort Lauderdale, Florida 33306. The Board of Directors of the Corporation may from time to time move its principal office in the State of Florida to any other place in this State.

Article III - Duration

The Corporation shall have perpetual existence unless dissolved pursuant to law.

Article IV - Nature of Business

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

Article V - Capital Stock

The Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) per share par value common stock.

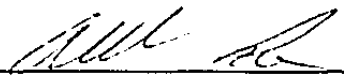
Article VI - Initial Registered Agent and Address

The name and address of the initial registered agent of the Corporation is Albert Lee, 2810 E. Oakland Park Boulevard, Suite 200, Fort Lauderdale, Florida 33306.

Article VII - Incorporator

The name and address of the incorporator is: Albert Lee, 2810 E. Oakland Park Boulevard, Suite 200, Fort Lauderdale, Florida 33306.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14th day of August, 1996.

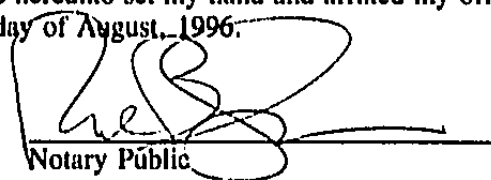


ALBERT LEE

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the state and county set forth above, personally appeared ALBERT LEE, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 14 day of August, 1996.



Notary Public

My Commission Expires:



RICHARD D. SABRA (SEAL)
MY COMMISSION # CC305994 EXPIRES
AUGUST 21, 1998
BONDED THIRD TRUST FARM INSURANCE, INC

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby certify that I have accepted the appointment as the initial registered agent of SHEBA ENTERPRISES, INC., and agree to serve as its agent to accept service of process within this State at the Registered Office designated in the Articles of Incorporation, and acknowledge that I am familiar with and accept the obligations pursuant to Section 607.325 of the Florida Statutes.

Dated this 14 day of August, 1996



ALBERT LEE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICE
RICHARD B. SABRA, P.A.
ADMITTED IN FLORIDA AND CALIFORNIA

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SUITE 208
4601 SHERIDAN STREET
HOLLYWOOD, FLORIDA 33021

TELEPHONE (954) 964-1004
FAX (954) 966-3740

P96000069260

December 27, 1996

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

300002045053--9
-01/03/97--01126--003
*****35.00 *****35.00

RE: SHEBA ENTERPRISES, INC.; ARTICLES OF AMENDMENT

Dear Sir/Madam::

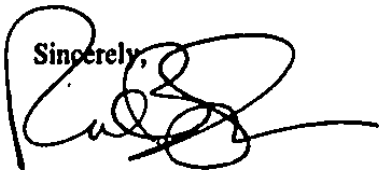
Enclosed is the original and one copy of Articles of Amendment to Articles of Incorporation of Sheba Enterprises, Inc.

Also enclosed is check number 2286 payable to the Secretary of State in the amount of Thirty-Five Dollars (\$35.00) as and for filing fees.

Please acknowledge receipt of the foregoing by date stamping the photocopy of the Articles of Amendment and return in the self-addressed, stamped envelope provided.

If, for any reason, the enclosed documents are insufficient to file the Articles of Amendment, PLEASE CALL ME COLLECT.

Sincerely,



RICHARD B. SABRA, ESQ.

RBS/kf
Encls.

cc: Sheba Enterprises, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SHEBA ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being all of the Officers, Directors and Shareholders of SHEBA ENTERPRISES, INC., a Florida corporation organized under the laws of the State of Florida, hereby certifies as follows:

1. That pursuant to Florida Statutes Sections 607.134 and Section 607.394, this document constitutes the approval of the Shareholders and Directors to the Amendment to the Articles of Incorporation as set forth below.

2. The recommended Resolution of the Board of Directors, the same being the Amendment to the Articles of Incorporation approved by the Shareholders of said Corporation, is as follows:

RESOLVED, that the Corporation's name, SHEBA ENTERPRISES, INC., be changed to ALBERT LEE, P.A. and that said name be used by the Corporation as its corporate name, subsequent to its filing in the office of the Secretary of State of the State of Florida.

RESOLVED, that the Corporation's purpose be changed to permit the professional service corporation to engage in every phase and aspect permitted by Chapter 475 of the Florida Statutes relating to the facilitation of real estate transactions. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds or any other type of investment, and own real and personal property necessary for the rendering of such professional services.

FURTHER RESOLVED, that Article I of the Articles of Incorporation of SHEBA ENTERPRISES, INC. is hereby amended to read:

ARTICLE I - NAME

The name of this corporation is ALBERT LEE, P.A.

FURTHER RESOLVED, that Article IV of the Articles of Incorporation of SHEBA ENTERPRISES, INC. is hereby amended to read:

Article IV - Nature of Business

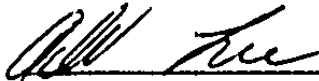
The Corporation is organized for the purpose of rendering professional services and transacting any and all other lawful business and conducting any and all lawful activities that such professional corporations may engage in under Chapter 621, Florida Statutes, including, but not limited to engaging in every phase and aspect permitted by Chapter 475 of the Florida Statutes relating to the facilitation of real estate transactions. In addition, the corporation may

invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds or any other type of investment, and own real and personal property necessary for the rendering of such professional services.

IN WITNESS WHEREOF, the said Corporation has caused its corporate Seal to be affixed hereto, and the Amendment to the Articles of Incorporation to be signed and executed by the Sole Shareholder and Director of the Corporation on the date set forth opposite the signature below.

SOLE SHAREHOLDER, OFFICER AND DIRECTOR OF ALBERT LEE, P.A.

Dated this 23 day of Dec., 1996


ALBERT LEE


(CORPORATE SEAL)



STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 23 day of December, 1996, by ALBERT LEE, Sole Director, Officer and Shareholder of ALBERT LEE, P.A.

WITNESS my hand and official seal in the County and State set forth above, this 23 day of December, 1996.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

(Notary Seal)

