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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: SHANLOCK, INC.

AUDIT NUMBER.....H96000015366

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

H96000015366

October 14, 1998

RICHARD H. BREIT
BECKER & POLIAKOFF, P.A.
P. O. BOX 9067
FT. LAUDERDALE, FL 33310-9057

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TALLAHASSEE, FLORIDA

The name SHANCOCK, INC. has been reserved for 120 days beginning October 14, 1998. The reservation number is R96000004919 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 485, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 196A000046668

H96000015366

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION

H96000015366

OF

SHANLOCK, INC.

ARTICLE I
NAME

The name of this Corporation is SHANLOCK, INC.

ARTICLE II
PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III
STOCK

This Corporation is authorized to issue 1000 shares of common stock with a par value of \$.01 per share.

ARTICLE IV
REGISTERED AGENT

The street address of the initial registered office of this Corporation is 3111 Stirling Road, Fort Lauderdale, FL 33312; and the name of the initial registered agent at that address is Richard H. Breit.

ARTICLE V
DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The name and address of the initial director of this Corporation is William R. Dawson, 5300 Powerline Road, Unit 100, Fort Lauderdale, Florida 33309.

RICHARD H. BREIT, ESQ.
FLORIDA BAR NO. 26446
3111 STIRLING ROAD
FORT LAUDERDALE, FL 33312
954-983-4111

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**ARTICLE VI
INCORPORATOR**

The name and address of the incorporator of this Corporation is Richard H. Breit, 3111 Stirling Road, Fort Lauderdale, Florida 33312.

**ARTICLE VII
ADDRESS**

The principal office and mailing address of the corporation is 5300 Powerline Road, Unit 100, Fort Lauderdale, Florida 33309.

**ARTICLE VIII
INDEMNIFICATION**

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

**ARTICLE IX
PERPETUAL EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31 day of October, 1996.


RICHARD H. BREIT, Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.


RICHARD H. BREIT

RICHARD H. BREIT, ESQ.
FLORIDA BAR NO. 22446
3111 STIRLING ROAD
FORT LAUDERDALE, FL 33312
954-585-4111

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