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PRESTICE HALL.
LEGAL & FISANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE: 145595 9969A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 6, 1996

ORDER TIME : 9:42 AM

ORDER NO. : 145595-005

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CUSTOMER NO:

9969A

CUSTOMER: Natalee A. Herrig, Esq.

DUNLAP MORAN ROKNICH & GIBSON,

P.A.

Suite 700

1819 Main Street Sarasota, FL 34236

DOMESTIC_FILING

NAME:

SHEPHERD INVESTMENTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

__ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

__ CERTIFIED COPY

PLAIN STAMPED COPY

___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

MOLLY COUNTY OF COUNTY OF

ARTICLES OF INCORPORATION

OF

SHEPHERD INVESTMENTS, INC.

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is: SHEPHERD INVESTMENTS, INC.

ARTICLE II - TERM OF EXISTENCE

The date and time when corporate existence shall commence shall be the date of filing of these Articles with the Department of State, and the corporation shall have perpetual existence thereafter.

ARTICIE III - PURPOSES

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

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have cutstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 860 Hudson Avenue, Sarasota, Florida 34236.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 1819 Main Street, Suite 700, Sarasota, Florida 34236, and the registered agent at such office is Nick Roknich, III.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director(s) initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

<u>Name</u>

Address

David M. Shepherd

860 Hudson Avenue Sarasota, Florida 34236

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

Name

Address

David M. Shepherd

860 Hudson Avenue Sarasota, Florida 34236

David M. Shepher

Incorporator

Having been named as Registered Agent and to accept service of process for SHEPHERD INVESTMENTS, INC., at the place designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

11/5/96 Date

Nick Roknich, III Registered Agent

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