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DAVID HARRIS SINGER

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November 21, 1996

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

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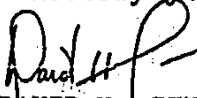
Re: Articles of Incorporation
Schear & Associates, Inc.
Our file no. 17665

Dear Sir:

Enclosed herein, please find the original and one copy of the Articles of Incorporation for the above referenced corporation. Please cause the original to be recorded among the records of your department and please stamp the copy and return to us with a Certificate of Incorporation.

Additionally, please find enclosed herein, our trust account check number 53211 in the amount of \$122.50 payable to your order which represents the costs of the aforesaid Articles of Incorporation that your office requires.

Sincerely yours,


DAVID H. SINGER
For the Firm

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Enc.
T.A.CK# 53211

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
SCHEAR & ASSOCIATES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida, Florida Statutes 607.001 et. seq., and the corporation so formed shall be for profit.

ARTICLE I-NAME

The name of the corporation shall be: SCHEAR & ASSOCIATES, INC.

ARTICLE II-TERM OF EXISTENCE

This corporation is to exist perpetually and shall commence at the time of filing these Articles.

ARTICLE III-NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be development of consulting and and all other business now or in the future lawful in the State of Florida or any other jurisdiction where the corporation transacts business.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or instruments to secure the payment of corporate indebtedness.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other

jurisdictions, states and countries.

To purchase the assets of other corporations and to engage in the business of that corporation or other business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage pledge, or otherwise acquire or dispose of the shares of capital stock of, any bonds, securities, or other evidence of indebtedness created by any corporation of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE IV-CAPITAL STOCK

The corporation is authorized to have outstanding at any one time twenty-five thousand (25,000) shares of stock having a par value of \$.01 (one cent) per share, all of the same class.

ARTICLE V-INITIAL PRINCIPAL OFFICE

The initial principal office and mailing address of the corporation shall be: 11400 SW 95th Avenue, Miami, Florida 33176.

ARTICLE VI-INITIAL REGISTERED OFFICE

The initial registered office of the corporation shall be: c/o DAVID H. SINGER, Esq., 13320 SW 128th Street, Miami, Florida, 33186.

ARTICLE VII-INITIAL REGISTERED AGENT

The initial registered agent upon whom service of process shall be made is: DAVID H. SINGER, Esq., 13320 SW 128th Street, Miami, Florida, 33186.

ARTICLE VIII-INITIAL DIRECTORS

This corporation shall have two (2) directors initially. The

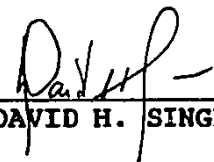
number of directors may be increased from time to time by the by-laws adopted by the stockholders. The names and post office addresses of the members of the first board of directors are: PAUL L. SCHEAR, 11400 SW 95th Avenue, Miami, Florida, 33176 and ISRELLA SCHEAR, 11400 SW 95th Avenue, Miami, Florida, 33176.

ARTICLE IX-INCORPORATORS

The name and post office address of the incorporator is: DAVID H. SINGER, 13320 SW 128th Street, Miami, Florida, 33186.

ARTICLE X-AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon.

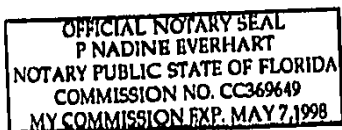



DAVID H. SINGER

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared DAVID H. SINGER personally known to me and who after first being duly sworn says that he is the incorporator (subscriber) in and he executed the foregoing Articles of Incorporation and acknowledged that he subscribed to these Articles of Incorporation.

WITNESS my hand and seal in the county and state aforesaid this 18th day of November, 1996.

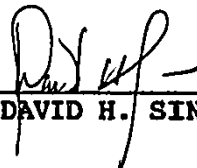




NOTARY PUBLIC, State of Florida

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in that capacity and agree to comply with applicable law.



DAVID H. SINGER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA