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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

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NAME: SHA-GROON, INC.

AUDIT NUMBER.....H96000016987

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

CERT. OF STATUS..0

PAGES..... 7

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2/12/96



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 4, 1996

EMPIRE

SUBJECT: SNA-GROOM, INC.  
REF: W96000025300

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

You must list at least one incorporator with a complete business street address.

SEE ART IX

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall  
Document Specialist

FAX Aud. #: H96000016987  
Letter Number: 796A00054420

ARTICLES OF INCORPORATION  
OF  
SHA-GROOM, INC.

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ARTICLE I

The name of this corporation is SHA-GROOM, INC.

ARTICLE II

The term for which this corporation shall exist shall be perpetual.

ARTICLE III

The general nature of the business or businesses to be transacted by said corporation shall be as follows:

All business permitted by the Florida Statutes, including, but not limited to the following:

To provide financing to individuals and entities.

To provide mortgages and loans on real and personal property.

To purchase, acquire, hold, improve, sell, convey, assign, lease, mortgage, encumber, hire and deal in real and personal property of every name and nature.

To own, lease, rent, operate and manage hotels, apartment houses, restaurants, taverns, bars, drug stores, barber shops, garages for motor vehicles, manufacturing plants, distribution and assembly plants, laundry and dry cleaning services, newsstands, dance halls, theaters and other places of public entertainment.

To own, lease, use, experiment in, buy, sell, and develop patents and patent

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rights of all kinds and for items, objects, products, mechanisms, and goods of all kinds and nature, and to deal in, manufacture, distribute and sell and buy, such patents and patent rights and such other items, objects, products, mechanisms and goods, and to enter into contracts for the purchase, sale, disposition and traffic in same, both as principal and as agent.

To buy, sell, trade, manufacture, assemble, and deal in and with goods, wares and merchandise of every kind and nature; to carry on such business as wholesaler, retailer, importer, and exporter, to acquire all such merchandise, supplies, materials and other articles as shall be necessary or incidental to such business.

#### ARTICLE IV

The corporation is authorized to issue 100 shares of \$1.00 per value common stock, which shares shall be designated "Common Stock".

#### ARTICLE V

The Board of Directors shall have the power to adopt, alter, amend or repeal the Bylaws of the corporation.

#### ARTICLE VI

The principal place of business of this corporation shall be: 3051 W. 76th Street, Suite 210, Hialeah, Fl. 33016.

The name of the initial registered agent of this corporation is: Carlos Castillero and the address of the initial registered agent is: 3051 W. 76th Street Suite 210,

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Hialeah, Fl. 33010.

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#### ARTICLE VII

This corporation shall initially have as directors those persons who are designated below in this Article. The number of directors may be increased or decreased from time to time by the Bylaws, but shall never be less than one (1) nor more than five (5). The names and addresses of the initial directors of this corporation are:

Carlos Castellero      3051 W. 76th Street Suite 210  
Hialeah, Fl. 33016.

Vianca Arboleda      3051 W. 76th Street, Suite 210  
Hialeah, Fl. 33016

#### ARTICLE VIII

The names and addresses of the officers who are to conduct the business of this corporation until those elected at the first election are as follows:

President      Carlos Castellero  
3051 W. 76th Street, Suite 210  
Hialeah, Fl. 33016.

Secretary/Treasurer      Vianca Arboleda  
3051 W. 76th Street, Suite 210  
Hialeah, Fl. 33016

#### ARTICLE IX

The name and address of the person signing these Articles is: Carlos Castellero,  
3051 W. 76th Street, Suite 210, Hialeah, Fl. 33016.

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ARTICLE X

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The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XI

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act.

ARTICLE XII

Members of the Board of Directors may participate in meetings of the Board of Directors by means of telephone conference as provided by law.

ARTICLE XIII

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV

The shares of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code in order that the shareholders of the corporation may receive the benefits thereunder.

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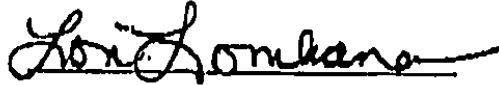
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles  
of Incorporation, this \_\_\_\_\_ day of October, 1998.

  
Carlos Castillero

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of  
November 1998 by Carlos Castillero, who is personally known to me or who has  
produced \_\_\_\_\_ (Type of Identification) as identification and  
who did (did not) take an oath.



Notary Public, State of Florida

My commission expires:



Lori A. Lombana  
My Commission QC992148  
Expires Oct. 08, 2000

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

In compliance with Section 48.091, Fla. State., the following is submitted:

SHA-GROOM, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located 3051 W. 76th Street, Suite 210, Hialeah, Fl. 33016 has named Carlos Castellero, located at 3051 W. 70th Street, Suite 210, Hialeah, Fl. 33016 as its agent to accept service of process within the State of Florida.

Signature:

  
 Carlos Castellero, President

Dated \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the order and complete performance of my duties.

Signature:

  
 Carlos Castellero  
 Registered Agent

Dated \_\_\_\_\_

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