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DIVISION OF CORPORATIONS

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NAME: SILVER SHEARS OF MIAMI, INC.

AUDIT NUMBER.....H97000001547

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 28, 1997

EMPIRE

SUBJECT: SILVER SHEARS OF MIAMI, INC.
REF: W97000002069

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97 JAN 28 PM 5:00 ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

SILVER SHEARS OF MIAMI, INC.

The undersigned incorporators for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is **SILVER SHEARS OF MIAMI, INC.**, hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of Corporation is **2580 SERVICE ROAD, OPA-LOCKA, FLORIDA 33054.**

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may

STANLEY B. LEWIS, ESQUIRE
6255 N. W. SEVENTH AVENUE
MIAMI, FL 33150

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authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation..

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office 2560 SERVICE ROAD, OPA-LOCKA, FLORIDA 33064 and Eddie Moore is the registered agent at that office.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors constituting the Initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

Eddie Moore
3242 Northwest 203rd Street
Miami, Florida 33066

Toni Nicholas
6940 Northwest 186th Street
Miami, Florida 33015

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ARTICLE IX: INCORPORATORS

The incorporators of the Corporation are as follows:

Eddie Moore
3242 Northwest 203rd Street
Miami, Florida 33055

Toni Nicholas
6940 Northwest 186th Street
Miami, Florida 33015

IN WITNESS WHEREOF, WE, EDDIE MOORE and TONI NICHOLAS, the undersigned
incorporators, have signed these Articles of Incorporation on this 27th day of January,
1997, and acknowledged the same to be our act.

Eddie Moore
EDDIE MOORE

Toni Nicholas
TONI NICHOLAS

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 27th day of January, 1997
by EDDIE MOORE, and TONI NICHOLAS, each of whom personally appeared before me at the
time of notarization, and each of whom have produced a FLORIDA DRIVER'S LICENSE
respectively as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: Stanley B. Lewis
STATE OF FLORIDA AT LARGE



STANLEY B. LEWIS
My Commission CC407787
Expires Sep. 18, 1998
Bonded by HAI
800-422-1555

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

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That **SILVER SHEARS OF MIAMI, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of OPA-LOCKA, County of **DADE**, State of Florida, has named **EDDIE MOORE**, at 2560 SERVICE ROAD, in the City of OPA-LOCKA, County of **DADE**, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

BY: Eddie Moore
EDDIE MOORE

DATE: JAN 27, 1997

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97 JAN 28 PM 5:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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