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Law Office of Brian D. Hess

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January 20, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-01/28/97--01082--001
****122.50 ****122.50

Re: Sherdaboss, Inc.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for **Sherdaboss, Inc.**, as well as a check in the sum of \$122.50 for your fee. Please forward a certified copy of the Articles after filing to me at the above post office box. If you need anything further to file the Articles, please call me.

Sincerely,



Patricia D. Middlebrooks
Legal Assistant to Brian D. Hess

/pdm/Enclosures

JAN 31 1997

FILED
97 JAN 27 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**Articles of Incorporation
of
Sherdaboss, Inc.**

97 JAN 27 AM 10:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Corporate Name and Initial Corporate Address

The name of this corporation is **Sherdaboss, Inc.**, and the initial corporate address is 8100 Front Beach Road, Panama City Beach, Florida.

Article II. Nature of Business and Powers

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

Article III. Capital Stock

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, having a par value of \$5.00 per share.

Article IV. Term of Existence

This corporation shall have perpetual existence commencing upon filing of the articles.

Article V. Registered Agent and Initial Registered Office

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

Brian D. Hess
9108 Front Beach Road
Panama City Beach, Florida 32407

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

Article VI. Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

Article VII. Initial Directors

The name of the initial directors of this corporation and their street address are:

Sherry L. Sadie
8100 Front Beach Road
Panama City Beach, Florida 32407

Jeffrey M. Sadie
8100 Front Beach Road
Panama City Beach, Florida 32407

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

Article IX. Incorporator


The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Brian D. Hess, Esq.
9108 Front Beach Road
Panama City Beach, Florida 32407

Article X. Preemptive Rights

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

In witness whereof, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 22 day of January, 1997.

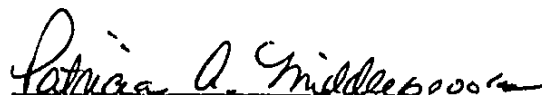

Brian D. Hess

State of Florida
County of Bay

Before me, a Notary Public, personally appeared **Brian D. Hess**, who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation on the 22 day of January, 1997, [X] who was personally known to me; or [] who produced _____ as identification.



PATRICIA A. MIDDLEBROOKS
MY COMMISSION # CC312006 EXPIRES
August 30, 1997
BONDED THROUGH TROY FARM INSURANCE, INC.


Patricia A. Middlebrooks, Notary Public
My Commission Expires: 8/30/97
Commission No.: CC312006

Consent of Registered Agent

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

Brian D Hess

Brian D. Hess

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA