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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: SHELUS CORPORATION

AUDIT NUMBER.....H97000004550

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

CERT. OF STATUS..0

PAGES..... 6

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(6)

ARTICLES OF INCORPORATION  
OF  
SHELRUS CORPORATION

The undersigned hereby agree(s) to organize a corporation under the laws of the State of Florida, with the following Articles of Incorporation.

ARTICLE I  
NAME

The corporate name shall be:

**SHELRUS CORPORATION**

ARTICLE II  
EXISTENCE

The corporation shall have perpetual existence.

ARTICLE III  
PURPOSE

The corporate purpose is to conduct all lawful business and it shall possess all powers now and hereafter conferred by the laws of the State of Florida and the United States upon corporations.

ARTICLE IV  
AUTHORIZED CAPITAL STOCK

The amount of capital stock authorized is five thousand (5,000) shares with no par value.

THIS DOCUMENT WAS PREPARED BY:  
DOUGLAS D. STRATTON, ESQ.  
Florida Bar No. 240966  
407 Lincoln Road, Suite 2B  
Miami Beach, Florida 33139  
(305) 672-7772

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**ARTICLE V**  
**PRINCIPAL OFFICE**

The post office address of the principal office of the corporation is: 407 Lincoln Road, Suite 2B, Miami Beach, Florida, 33139, or at any other location that the Board of Directors chooses to designate.

**ARTICLE VI**  
**INITIAL REGISTERED AGENT**

The initial Registered Agent of the corporation is:

**DOUGLAS D. STRATTON, ESQ.**, and the street address of the registered office is:  
407 Lincoln Road, Suite 2B, Miami Beach, Florida, 33139.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

The business of the corporation shall be managed by a Board of Directors consisting of not fewer than one (1) person, the exact number to be determined from time to time in accordance with the by-laws. The name(s) and address(es) of the first Board of Directors who shall serve until the first annual meeting of the shareholders or until their successors are elected and qualified shall be:

**NAMES**

**ADDRESSES**

Richard Ruster

400 East 70 Street, No. 2603  
New York City, NY 10021

Shelly Abramowitz

c/o Douglas D. Stratton, Esq.  
407 Lincoln Road, Suite 2B  
Miami Beach, Florida 33139

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**ARTICLE VIII**  
**POWERS OF DIRECTOR(S)**

The Director(s) shall exercise all powers conferred by law.

**ARTICLE IX**  
**INDEMNIFICATION**

The corporation shall indemnify any and all of its directors or officers against losses and expenses actually and necessarily incurred by them in connection with the defense of any suit which they are parties to by reason of their acts while in their corporate capacity.

**ARTICLE X**  
**AMENDMENTS**

The corporation reserves the right to amend, alter, change or repeal any or all provisions of the Articles of Incorporation in the manner now or hereafter prescribed by Florida Statutes.

**ARTICLE XI**  
**INCORPORATOR**

The name(s) and address(es) of the Incorporator(s) of the corporation is/are as follows:

**NAMES**

SHELLY ABRAMOWITZ

**ADDRESSES**

407 Lincoln Road, Suite 2B  
Miami Beach, Florida 33139

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IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the corporation, has executed these Articles of Incorporation this 17 day of

March, 1997.

  
SHELLY ABRAMOWITZ  
Incorporator

STATE OF FLORIDA)

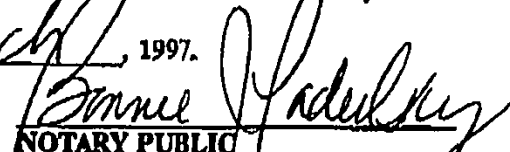
)ss:

COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared SHELLY ABRAMOWITZ, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforementioned this

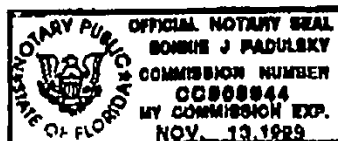
17 day of March, 1997.

  
NOTARY PUBLIC  
State of Florida  
Bonnie J. Padulsky  
Print, type of stamp Commissioned  
Name of Notary Public

Personally known ☒ or produced Identification \_\_\_\_\_ Type of Identification  
Produced \_\_\_\_\_

My Commission Expires:

**ACKNOWLEDGMENT**




Having been named to accept service of process for the above stated corporation, at

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the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions in Chapter 48.091, Florida Statutes, relative to keeping open said office.



**DOUGLAS D. STRATTON**  
**REGISTERED AGENT**  
 Florida Bar No. 240966

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