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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904) 385-6735
(904) 385-6761

FAX #:

NAME: BLAKE, SHAW & COMPANY, INC. AUDIT NUMBER.....H97000005713 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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ARTICLES OF INCORPORATION
OF

BLAKE, SHAW & COMPANY, INC.

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of this corporation shall be:

BLAKE, SHAW & COMPANY, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

730 Northeast 24 Way
Fort Lauderdale, Florida 33304

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

E. CLAY SHAW, III
730 Northeast 24 Way
Fort Lauderdale, Florida 33304

ARTICLE V INCORPORATOR

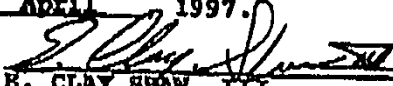
The name and street address of the incorporators to these Articles of Incorporation are:

E. CLAY SHAW, III
730 Northeast 24 Way
Fort Lauderdale, FL 33304

ROBERT KELLY BLAKE, JR.
645 Riviera Isles Drive
Fort Lauderdale, FL 33301

IN WITNESS WHEREOF, I, have hereunto set my hand and seal this 7th day of April, 1997.

DAVID C. MURRAY, ESQ.
321 S.E. 15 AVENUE
FT. LAUDERDALE, FL 33301
954-467-2000
FLA. BAR NO. 0152156

 (SEAL)
E. CLAY SHAW, III

 (SEAL)
ROBERT KELLY BLAKE, JR.

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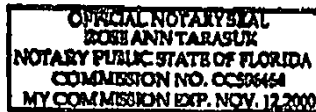
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STATE OF FLORIDA
COUNTY OF BROWARD

7th The foregoing instrument was acknowledged before me this
day of April, 19 97 by E. CLAY SHAW, III and ROBERT
KELLY BLAKE, JR., who are (personally known to me) (or who has
produced) _____ (as
identification).

Rose Ann Tarasuk
(Signature of Person Taking Acknowledgment)
ROSE ANN TARASUK
(Name of Acknowledger Typed, Printed or
Stamped)
My Commission Expires: 11/12/2000
Commission No. CC596464

(NOTARY SEAL)



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is BLAKE, SHAW & COMPANY, INC.
2. The name and address of the registered agent and office is: E. Clay Shaw, III, 730 Northeast 24 Way, Fort Lauderdale, Florida 33304

SIGNATURE: *E. Clay Shaw III*

SIGNATURE: *M. F. K. K.*

Title INCORPORATORS

Date April 7, 1997

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 PROVISION 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.

E. Clay Shaw III
E. CLAY SHAW, III
Registered Agent

DATE: April 7, 1997.

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