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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: SHEFFIELD HOUSE, INC.

AUDIT NUMBER.....H97000006401

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

CERT. OF STATUS..0

PAGES..... 7

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ARTICLES OF INCORPORATION
OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SHEFFIELD HOUSE, INC.

The undersigned hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is SHEFFIELD HOUSE, INC.

The principal place of business and mailing address for the corporation is : 20801
Biscayne Boulevard, Aventura, Fl. 33180.

ARTICLE II

PURPOSE

The general purpose or purposes for which the corporation is initially organized shall be to engage in the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida General Corporation Act; and the corporation shall have the power to take all action and do all things necessary and proper to carry out the foregoing purposes.

THIS INSTRUMENT PREPARED BY:
MAX M. HAGEN, ESQ.
HAGEN & HAGEN, P.A.
3990 Sheridan Street, #104
Hollywood, Florida 33021
Florida Bar No. 032722
(954) 987-0515

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ARTICLE III
CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of common stock having ten dollar (\$10.00) par value.

ARTICLE IV
CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law. The corporation shall be effective as of date of filing.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida is:

3990 Sheridan Street, #104

Hollywood, Florida 33021

and the name of the initial registered agent at that address is:

MAX M. HAGEN, ESQ.

ARTICLE VI
NUMBER OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

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ARTICLE VII

INITIAL BOARD OF DIRECTORS

The names and addresses of the initial Board of Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
NEIL FLANTER, President, Secretary, Treasurer and Director	20801 Biscayne Boulevard Aventura, Fl.

ARTICLE VIII

SUBSCRIBER

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
MAX M. HAGEN	3990 Sheridan Street, #104 Hollywood, Fl. 33021

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ARTICLE IX

CUMULATIVE VOTING FOR DIRECTORS

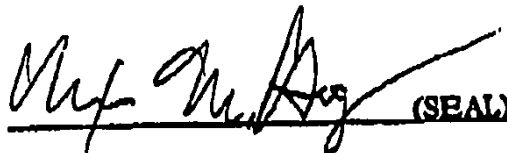
At all elections of directors of this corporation, each stockholder shall be entitled to as many votes as shall equal the number of shares which he is entitled to vote multiplied by the number of directors to be elected; and he may cast all such votes for a single director, or may distribute them among any number of directors to be elected.

ARTICLE X

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the incorporator, have executed these Articles of Incorporation this 15th day of April, 1997.

 (SEAL)

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STATE OF FLORIDA)

) SS.

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared to me MAX M. HAGEN, well known and known to me to be the individual 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.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Hollywood, County of Broward, State of Florida, this 15th day of April A.D., 1997.

Louder Federici
NOTARY PUBLIC

State of Florida at Large

My Commission Expires:



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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, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST-THAT SHEFFIELD HOUSE, INC.
(NAME OF CORPORATION)
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF
Aventura, STATE OF FLORIDA, HAS NAMED MAX M. HAGEN, ESQ.
LOCATED AT 3990 Sheridan Street, Suite 104
(STREET ADDRESS AND NUMBER OF BUILDING,
POST OFFICE BOX ADDRESSES ARE UNACCEPTABLE)
CITY OF Hollywood, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]
(CORPORATE OFFICER)

TITLE PRESIDENT

DATE April 15, 1997

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 PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE [Signature]
MAX M. HAGEN, ESQ.
RESIDENT AGENT

DATE April 15, 1997

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