

ERIC NATHANSON

40101 SHERYDAN GLENN
LADY LAKE FL 32159
(352) 753-3303
FAX: (352) 753-3304

APR 18, 1997

P97 0000 35739

Secretary of State
Divisions of Corporations
409 E. Gaines St
Tallahassee, FL 32301

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-04/21/97--01092--015
****122.50 ****122.50

RE: Sherydan Financial Services, Inc.

Dear Sir or Madam:

Enclosed herewith is the executed original and one copy of the Articles of Incorporation for the above reference corporation.

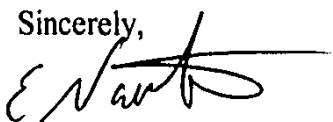
I have enclosed my check made payable to the Secretary of State in the amount of \$122.50 to cover the costs of the following:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent Designation	<u>\$ 35.00</u>
TOTAL	\$122.50

Please return the certified copy to my office.

Thank you for your kind cooperation.

Sincerely,



Eric Nathanson

F. P. P. P.

APR 22 1997

FILED
97 APR 21 13:10:41
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SHERYDAN FINANCIAL SERVICES, INC.

THE UNDERSIGNED, for the purpose of forming a Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

Article I - Name

The name of the corporation is:

SHERYDAN FINANCIAL SERVICES, INC.

and the principal mailing address of the corporation is:

40101 Sherydan Glenn
Lady Lake, FL 32159

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97 APR 21 AM 10:41
TALLAHASSEE, FLORIDA

Article II - Purpose

The general purpose for which the Corporation is organized is to include the transaction of any and all lawful business for which Corporations may be incorporated under the Florida General Corporation Act, the laws of the State of Florida or of the United States of America.

Article III - Duration

The duration of the Corporation is to be perpetual. The date and time of the corporate existence is the time these Articles of Incorporation are filed with the Secretary of State's office.

Article IV - Capital Stock

This Corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares."

Article V- Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 40101 Sherydan Glenn, Lady Lake, FL 32159, and the name of the initial registered agent of this Corporation at that office is Eric Nathanson.

Article VI - Initial Board of Directors

This Corporation shall have One Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one and not more than five. The names and addresses of the initial Directors of this Corporation are as follows:

ERIC NATHANSON
40101 Sherydan Glenn
Lady Lake, FL 32159

Article VII - Incorporator

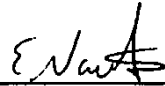
The name and address of the person(s) signing these Articles of Incorporation are:

ERIC NATHANSON
40101 Sherydan Glenn
Lady Lake, FL 32159

Article VIII - Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of
Incorporation this 17 day of April, 1997.



ERIC NATHANSON,
Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE
V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY
AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 17 DAY OF APRIL, 1997.



ERIC NATHANSON

FILED
97 APR 21 AM 10 41
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, a Notary Public authorized in the State and County set forth
above, personally appeared ERIC NATHANSON, who produced as identification
FIDC 12352-2000-65-189-0, as Incorporator, executed the foregoing Articles of
Incorporation of SHERYDAN FINANCIAL SERVICES, INC., and he acknowledged
before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal in the State and County aforesaid, this 17 day of April, 1997.

(SEAL)



Kevin M. Maybux
MY COMMISSION # CC833550 EXPIRES
March 28, 2001
BONDED THRU TROY FAIN INSURANCE, INC.



NOTARY PUBLIC
My Commission Expires: