

P97000044652
MARK D. DAVIS
Attorney at Law

The Professional Building
694 Baldwin Avenue
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DeFuniak Springs, Florida 32433
(904) 892-5838 FAX (904) 892-5837

May 8, 1997

The Department of State
Division of Corporation
409 E. Gaines Street
Tallahassee, Fl. 32311

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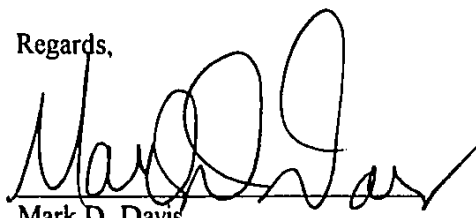
Re: SHEAND, INC.

Enclosed is an original and one copy of the Articles of Incorporation and a Designation of Acceptance of Registered Agent for a Florida corporation.

Please provide a certificate of status and certified copy of these articles.

I have also enclosed \$131.50 for filing of same.

Regards,



Mark D. Davis
Attorney
694 Baldwin Ave., Suite 3
DeFuniak Springs, Fl. 32433
(904) 892-5838

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION OF
SHEAND, INC.

The undersigned, acting as incorporators of a corporation pursuant to the Chapter 607, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE
NAME

The name of the corporation is SHEAND, INC.

ARTICLE TWO
CORPORATE DURATION

The duration of the corporation is perpetual unless dissolves according to law. Corporate existence shall commence at the time these Articles of Incorporation are filed by the Department of State.

ARTICLE THREE
PURPOSE OR PURPOSES

The purpose or purposes for which this corporation is organized is:

- (1) To engage in any necessary and lawful business activity allowed by law.

ARTICLE FOUR
TAX ORGANIZATION

The Shareholders hereby elect to form a Subchapter S corporation as defined by the United States Code.

ARTICLE FIVE
CAPITALIZATION

The number of share of stock that this place corporation is to have outstanding at any one time is one hundred (100) and shall have no par value.

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361 (c)(2) (or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**ARTICLE SIX
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 694 Baldwin Avenue, DeFuniak Springs, Fl. 32433; and the name of its initial registered agent at such address, is MARK D. DAVIS.

**ARTICLE SEVEN
DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is two. The names and addresses of each person who is to serve as a member of the initial board of directors are:

ANGUS G. ANDREWS, JR.
P.O. BOX 405
DEFUNIAK SPRINGS, FL. 32435

GEORGE EDWARD SHEHEE, JR.
4565 FRANCISCO DRIVE
PENSACOLA, FL. 32504

**ARTICLE EIGHT
INCORPORATOR**

The name and address of each incorporator is:

ANGUS G. ANDREWS, JR.
P.O. BOX 405
DEFUNIAK SPRINGS, FL. 32435

**ARTICLES NINE
OFFICERS**

The name and address of each officer is:

ANGUS G. ANDREWS, JR.
P.O. BOX 405
DeFuniak Springs, Fl. 32433

President

GEORGE EDWARD SHEHEE, JR.
4565 FRANCISCO ROAD
PENSACOLA, FL. 32504

Vice President

ARTICLE ELEVEN
PRINCIPAL OFFICE

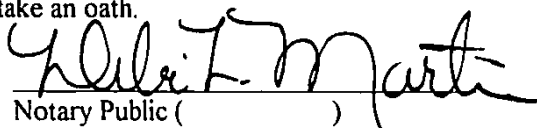
The principal place of business and mailing address of this corporation is 215 Shady Creek Lane, DeFuniak Springs, FL 32433.

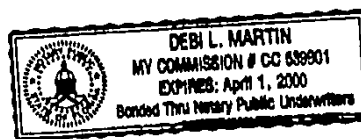
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 8 day of May, 1997.


ANGUS G. ANDREWS, JR.

STATE OF FLORIDA
COUNTY OF WALTON

The foregoing was acknowledged before me this 8 day of May, 1997, by ANGUS G. ANDREWS, JR., who is personally known to me or who produced n/a identification and who did not take an oath.


Notary Public ()
My Commission Expires:



To: The Department of State
Tallahassee, Florida 32304

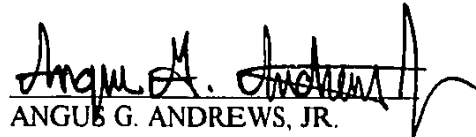
CERTIFICATE DESIGNATING PLACE OF
BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.325 of the Florida General Corporation Act, the following is submitted:

SHEAND, INC., with its place of business at 215 Shady Creek Lane, DeFuniak Springs, Fl.

32433, has named Mark D. Davis, located at 694 Baldwin Avenue, Suite 3, DeFuniak Springs, Florida, 32433 as its agent to accept service of process within Florida.

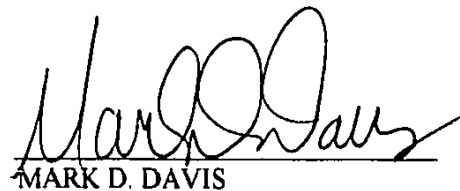
Dated May 8, 1997.


ANGUS G. ANDREWS, JR.

INCORPORATOR

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, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated May 8, 1997.


MARK D. DAVIS

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TALLAHASSEE, FLORIDA