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R. Samuel Leonard
of Counsel

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DEPT OF CORPORATIONS

August 27, 1997

Department of State
Attention: Karen Beyer
Division of Corporation
PO Box 6327
Tallahassee, FL 32314

FILED
97 SEP -2 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Subject: SHERWOOD LTD. INC.
Articles of Incorporation

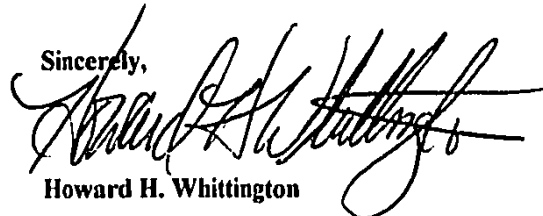
Dear Ms. Beyer:

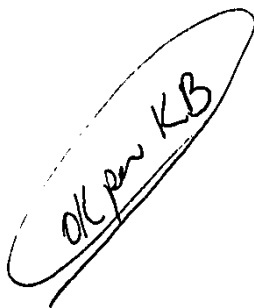
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*****78.75 *****78.75

Roger Sherwood asked that I direct this matter to your attention. Therefore please
find an original and one (1) copy of the articles of incorporation and a check for : \$78.75.

Thank you for your help and consideration in this matter.

Sincerely,


Howard H. Whittington



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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

SHERWOOD LTD. INC.

ARTICLE II PRINCIPAL OFFICE

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

**SHERWOOD LTD. INC.
1753 LAKE CYPRESS DR.
SAFETY HARBOR, FL 34695**

ARTICLE III SHARES

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

One Thousand Shares (1,000) - \$1.00 par value.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

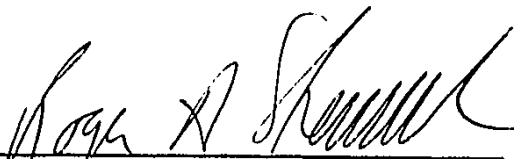
**HOWARD H. WHITTINGTON
1100 CLEVELAND STREET
SUITE 900
CLEARWATER, FLORIDA 33755**

ARTICLE V INCORPORATOR(S)

The name and street address of the incorporator to these Articles of Incorporation is:

**ROGER A. SHERWOOD
1753 LAKE CYPRESS DRIVE
SAFETY HARBOR, FL 34695**

The undersigned incorporator has executed these Articles of Incorporation this 25th day of August 1997.



ROGER A. SHERWOOD

**CERTIFICATE OF DESIGNATION OF
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: SHERWOOD LTD. INC.
2. The name and address of the registered agent and office is:

**HOWARD H. WHITTINGTON
1100 CLEVELAND STREET
SUITE 900
CLEARWATER, FLORIDA 33755**

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in agent and agree to act in this capacity. I further agree to comply with the provisions 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.


HOWARD H. WHITTINGTON

August 25th 1997
DATE