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OTHER FILINGS Annual Report Fictitious Name Name Reservation	REGISTRATION/ QUALIFICATION Foreign Limited Partnership Reinstatement Trademark Other	
CR2E031(1/95)		Examiner's Initials

ARTICLES OF INCORPORATION

FILED

97 SEP -3 AM 8: 27

SECALTARY OF STATE TALLAHASSEE FLORIDA

SHD PROPERTIES, INC.

OF

The undersigned incorporators, for the purpose of forming a stock corporation under Chapter 607, Florida Statutes, hereby adopt the following Articles of Incorporation.

ARTICLE I:

NAME

The name of the corporation shall be SHD Properties, Inc.

ARTICLE II:

PRINCIPAL OFFICES

The principal offices of the corporation shall be: 253 Corey Avenue, St. Pete Beach, Florida 33706.

ARTICLE III:

PURPOSE

The purpose for which the corporation is formed is to transact any and all lawful business pursuant to the laws of the United States and Florida.

ARTICLE IV:

DURATION

The duration of the corporation shall be perpetual.

ARTICLE V:

AUTHORIZED SHARES

The number of shares of common stock that this corporation is authorized to have outstanding at any one time is 10,000, with a par value of \$.01.

ARTICLE VI:

REGISTERED AGENT

The initial registered agent is: Joe H. Holloway, and the address of the corporation's initial registered office is 253 Corey Avenue, St. Pete Beach, Florida 33706.

ARTICLE VII:

BOARD OF DIRECTORS

The corporation shall have three initial directors, who are all over the age of eighteen (18) years. The following individuals shall serve, for an initial term of not more than one year, as the initial directors of the corporation:

	<u>Name</u>	Residence Address
1.	Steve Blumhagen	5231 Tonawanda Creek Road, N N. Tonawanda, NY 14120
2.	Russell Denton	173 Pine Street Lake Mary, Florida
3.	Joe H. Holloway	7812 Third Avenue South St. Petersburg, FL 33707

ARTICLE VIII:

INCORPORATOR

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

	<u>Name</u>	Residence Address
1.	Joe H. Holloway	7812 Third Avenue South St. Petersburg, FL 33707

ARTICLE IX:

BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X:

AMENDMENTS

The corporation reserves the right to amend, alter, or repeal any provision in these Articles of Incorporation in the manner prescribed by Chapter 607, *Florida Statutes*, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the Corporation by the unanimous approval or consent of the shareholders. Thereafter, every amendment shall be approved by the shareholders at a shareholders' meeting as provided in the by-laws and Chapter 607, *Florida Statutes*.

The undersigned incorporator has executed these Articles of Incorporation this <u>Dist</u> day of <u>Aususe</u> , 1997.	
for It falloway	
Joe H. Holloway	
STATE OF FLORIDA COUNTY OF Pinelies	
The foregoing instrument was acknowledged before me this <u>list</u> day August has produced The foregoing instrument was acknowledged before me this <u>list</u> day (type of identification) as identification and w	ho
did take an oath.	
Jayoe ASt Clair	
(seal) OFFICIAL NOTARY SEAL JOYCE A ST CLAIR NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC383304 NY COMMISSION EXP. ILINE 23 1000	

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ACCEPTANCE OF REGISTERED AGENT DESIGNATES -3 AM 8: 27

SECRETARY OF STATE TALLAHASSEE FLORIDA

Joe H. Holloway, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Holloway