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ACCOUNT NO. : 072100000032

REFERENCE : 562189 7137767

AUTHORIZATION :

*Patricia Pappas*

COST LIMIT : \$ 70.00

ORDER DATE : October 10, 1997

ORDER TIME : 11:10 AM

ORDER NO. : 562189-005

300002319483--7

CUSTOMER NO: 7137767

CUSTOMER: Mr. John Shepherd  
MR. JOHN SHEPHERD

16701 Collins Avenue

Sunny Isles Bea, FL 33160

DOMESTIC FILING

NAME: SHEPHERD DEVELOPMENT CORP.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 OCT 13 AM 8:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 OCT 13 PM 3:38  
DIVISION OF CORPORATION

4  
SN OCT 14 1997

FILED

97 OCT 13 AM 8:18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
SHEPHERD DEVELOPMENT CORP.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SHEPHERD DEVELOPMENT CORP.

The address of the principal office of this corporation shall be 16701 Collins Avenue, Sunny Isles Beach, Florida 33160, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

John Shepherd

16701 Collins Avenue,  
Sunny Isles Beach, Florida 33160

ARTICLE VII. INCORPORATOR

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

Corporate Agents, Inc.  
1201 Hays Street  
Tallahassee, Florida 32301

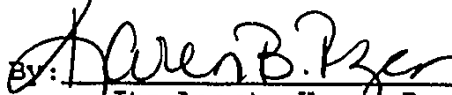
The undersigned incorporator has executed these Articles of Incorporation on October 13, 1997.



Its Agent, Karen B. Rozar  
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and 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.

By: 

Its Agent, Karen B. Rozar  
Authorized Service Representative  
Corporation Service Company

FILED  
97 OCT 13 AM 8:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CKS