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LAW OFFICES OF  
**JUDY BARRINGER BONEVAC**

A PROFESSIONAL ASSOCIATION  
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FORT LAUDERDALE, FLORIDA 33303

TELEPHONE (954) 467-2000  
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October 6, 1997

Florida Secretary of State  
Department of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

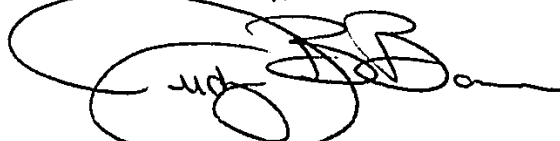
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\*\*\*\*122.50 \*\*\*\*122.50

RE: SHELLMYER, INC.

Dear Sir/Madam:

With reference to above, please find enclosed two (2) original Articles of incorporation for SHELLMYER, INC., which we submit to you for filing, together with our firm's check #3928 in the amount of \$122.50 representing the filing fee for same. Please return a certified copy of the Articles to the undersigned at the above address. A stamped, preaddressed envelope is enclosed for your convenience.

Sincerely,



JUDY BARRINGER BONEVAC

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF  
SHELLMYER, INC.

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
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ARTICLE I - NAME

The name of this corporation is SHELLMYER, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "Common Shares", and 10 shares of preferred stock of \$10.00 per share par value, which shall be designated "Preferred Shares".

ARTICLE V - PREFERENCES, LIMITATIONS AND  
RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

1. Dividends. The holders of record of the preferred shares shall be entitled to cash dividends as declared by the board of directors at the rate per share per annum and at the time and in the manner determined by the board of directors in the resolution authorizing each series of preferred shares. The cash dividends on preferred shares shall be cumulative so that if for any dividend period cash dividends at the specified percentage rate per share per annum shall not have been declared and paid or set apart for payment on the preferred shares outstanding, the deficiency shall be declared and paid or set apart for payment before the making of any dividend or other distribution on the common shares. Cash dividends on preferred shares shall accrue from the date of issue. Upon the payment or setting apart for payment of all dividends, current and accumulated, at the specified percentage rate per share per annum upon the outstanding preferred shares, the directors may declare and pay dividends upon the common shares.

2. Rights Upon Liquidation or Dissolution. In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the outstanding preferred shares shall be entitled to be paid \$10.00 for each preferred share, plus accumulated dividends up to the date of the liquidation, dissolution or winding up of the corporation, whether or not this corporation shall have a cash surplus available for dividends, and no more. After payment to the holders of preferred shares of the amount payable to them as above set forth, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the common shares.
3. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

#### ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock including all common stock and all authorized preferred stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VII - ADDRESS

The street address of the initial business address of this corporation is 5740 North Federal Highway, Fort Lauderdale, FL 33308.

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS SHELTON	5740 North Federal Highway Fort Lauderdale, FL 33308
STEPHEN SHELTON	5740 North Federal Highway Fort Lauderdale, FL 33308

ARTICLE IX - INCORPORATOR

The name and address of the persons signing these Articles are:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS SHELTON	5740 North Federal Highway Fort Lauderdale, FL 33308
STEPHEN SHELTON	5740 North Federal Highway Fort Lauderdale, FL 33308

ARTICLE X - RESIDENT AGENT

The street address of the initial resident office of this corporation is 5740 North Federal Highway, Fort Lauderdale, FL 33308 and the name of the initial resident agent at this address is STEPHEN SHELTON. This corporation shall have the privilege of having branch offices at other places within or without the State of Florida. This corporation may, at its discretion, at any time, change the address of the principal place of business.


ARTICLE XI - INDEMNIFICATION


The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29 day of September, 1997.

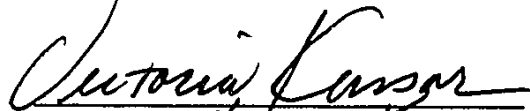
  
\_\_\_\_\_  
THOMAS SHELTON

  
\_\_\_\_\_  
STEPHEN SHELTON

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared THOMAS SHELTON, known to me to be the person who executed the foregoing Articles of Incorporation or who has produced his Florida driver's license as identification and who executed the foregoing instrument and acknowledged before me that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal in the State and County aforesaid this 29 day of September, 1997.

  
Print Name: VICTORIA KASSAR  
Notary Public, State of Florida

My Commission Expires:




VICTORIA LYNNE KASSAR  
NOTARY PUBLIC - FLORIDA  
MY COMMISSION # CC 387724  
MY COMMISSION EXPIRES JUNE 27, 1998

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared STEPHEN SHELTON, known to me to be the person who executed the foregoing Articles of Incorporation or who has produced his Florida driver's license as identification and who executed the foregoing instrument and acknowledged before me that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal in the State and County aforesaid this 29 day of September, 1997.

  
Print Name: VICTORIA KASSAR  
Notary Public, State of Florida

My Commission Expires:



VICTORIA LYNNE KASSAR  
NOTARY PUBLIC - FLORIDA  
MY COMMISSION # CC 387724  
MY COMMISSION EXPIRES JUNE 27, 1998

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

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That SHELLMYER, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named STEPHEN SHELTON as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



STEPHEN SHELTON

SHELTON\SHELLMYER.ART

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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