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RICHARD L. PEARSE, JR., P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RICHARD L. PEARSE, JR.

DEBRA A. BERGERON,
LEGAL ASSISTANT

814 CHESTNUT STREET
CLEARWATER, FLORIDA 34616

TELEPHONE: (813) 482-9009
FAX: (813) 449-2205
ELECTRONIC MAIL:
RLPEARSE@CONCENTRIC.NET

October 10, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation of
Shereef, Inc.

000002318920--2
-10/13/97--01097--019
***122.50 ***122.50

Dear Sir or Madam:

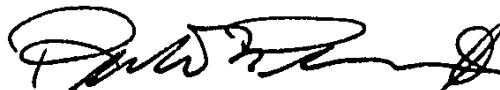
Enclosed you will find the original and one copy of Articles of Incorporation of the referenced new corporation. We also enclose our check in the amount of \$122.50, representing the following:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Designation	35.00
Total	\$122.50

Please return one certified copy of the Articles of Incorporation to this office at your earliest convenience.

Thank you for your attention to this matter.

Sincerely yours,



Richard L. Pearse, Jr.

RLP/dab

Enclosures

P. Hall OCT 14 1997

ARTICLES OF INCORPORATION
OF
SHEREEF, INC.

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Article 1. NAME. The name of this corporation is SHEREEF, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 2. PRINCIPAL OFFICE. The address of the principal office of the corporation is 1448 Seagull Drive, #101, Palm Harbor, FL 34685. The mailing address of the corporation is 1448 Seagull Drive, #101, Palm Harbor, FL 34685.

Article 3. AUTHORIZED SHARES. The corporation shall have one class of shares which shall be referred to as "common" shares. The corporation is authorized to issue 1,000 common shares. The par value of the common shares of the corporation shall be \$1.00 per share.

Article 4. PREEMPTIVE RIGHTS. Every shareholder, upon the sale for cash of any new shares of the corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

Article 5. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of this corporation is 814 Chestnut Street, Clearwater, Florida 34616, and the name of the initial Registered Agent at that address is Richard L. Pearse, Jr.

Article 6. INCORPORATOR. The name and address of the person subscribing to these Articles of Incorporation is:

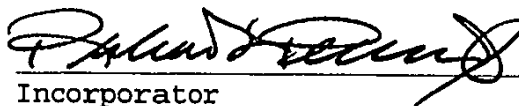
Richard L. Pearse, Jr.
814 Chestnut Street
Clearwater, FL 34616

Article 7. PURPOSE. The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida, in accordance with and as permitted by Chapter 607, Florida Statutes.

Article 8. INITIAL DIRECTOR. The name and address of the initial Director of this corporation are as follows:

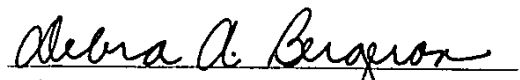
SHEREEF MOAWAD
1448 Seagull Drive, #101
Palm Harbor, FL 34685

EXECUTED by the undersigned Incorporator on this 10th day of October, 1997.


Incorporator

STATE OF FLORIDA }
COUNTY OF PINELLAS }

The foregoing Articles of Incorporation were acknowledged before me on this October 10th, 1997, by Richard L. Pearce, Jr., who was personally known by me or who produced satisfactory evidence of identity, and who took an oath.


Print Name: _____
Notary Public - State of Florida
Commission No.: _____
My commission expires:



DEBRA A. BERGERON
MY COMMISSION # CC392577 EXPIRES
July 14, 1998
BONDED THRU TROY FAH INSURANCE, INC.

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

In compliance with Section 607.0505, FLA. STAT. (1991) the undersigned certifies that SHEREEF, INC., desiring to organize or qualify under the laws of the State of Florida, has named Richard L. Pearse, Jr., whose address is 814 Chestnut Street, Clearwater, Florida 34616, as its Agent to accept Service of Process within the State of Florida.

Dated this 10th day of October, 1997.

SHEREEF, INC.

By: 
Title: Incorporator

ACCEPTANCE OF DESIGNATION

The undersigned, having been named to accept Service of Process for the above-stated corporation at the place designated in this Certificate, does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of all required duties, with which the undersigned certifies that he is familiar.

Dated this 10th day of October, 1997.


RICHARD L. PEARSE, JR.

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