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10/31/97

FLORIDA DIVISION OF CORPORATIONS
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((H97000018135 8))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: SHERMAN-KALFIN ENTERPRISES, INC.

AUDIT NUMBER.....H97000018135

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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97 OCT 31 PM 1:09
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

SHERMAN-KALFIN ENTERPRISES, INC.

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

ARTICLE I NAME

The name of the corporation shall be: SHERMAN -KALFIN ENTERPRISES, INC.

The principal place of business of this corporation shall be:

118 NORTH RIVER DR., (WEST), JUPITER, FL 33458

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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 aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 500 SHARES OF \$ 1.00 EACH

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

IVAN ARRON SHERMAN 118 NORTH RIVER DR. (WEST), JUPITER, FL 33458

ALLAN M. KALFIN 102 GEORGIAN CIR., "NORTHFOLK", JUPITER, FL 33458

Prepared by: AJ's International Inc.
4524 Gun Club Road, #102
West Palm Beach, FL 33415
(407) 471-0400

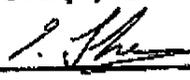
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

IVAN ARRON SHERMAN 118 NORTH RIVER DR., (WEST), JUPITER, FL 33458

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 30th day of OCTOBER, 1997.

Signature(s) of Incorporator(s)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

SHERMAN - KALFIN ENTERPRISES, INC.

2. The name and address of the registered agent and office is:

ALLAN M. KALFIN 102 GEORGIAN CIRCLE, "NORTHBOLK"
(P.O. BOX NOT ACCEPTABLE)

JUPITER, FL 33458

(CITY/STATE/ZIP)

SIGNATURE 

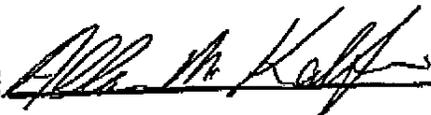
TITLE INCORPORATOR

DATE October 30, 1997

97
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE 

DATE October 30, 1997