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ADDRESS REPLY TO:

December 4, 1997

Secretary of State  
Post Office Box 6327  
Tallahassee, Florida 32314

100002365151--5  
-12/08/97--01028--008  
\*\*\*\*122.50 \*\*\*\*122.50

To Whom It May Concern:

Please find enclosed herewith the *original* and one *copy* of the Articles of Incorporation of S.H.O., Inc. and our firm check in the amount of \$122.50 for the filing of the Articles of Incorporation.

If you should have any questions or concerns, please feel free to contact my office.

Very truly yours,

Rachel R. Bachand  
RRB/kbf  
Enclosure  
Check No.: 17012

cc: Mr. Alan Scarborough

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION

OF

S. H. O., INC.

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
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ARTICLE I NAME

The name of this corporation is S. H. O., INC.

ARTICLE II DURATION

This corporation shall exist perpetually commencing as of the date of execution and acknowledgment of these Articles.

ARTICLE III PURPOSE

This corporation is organized for the purposes of conducting any lawful business.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue ninety-nine (99) shares of \$5.00 par value stock.

ARTICLE V PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1723

Huntington, Rockledge, Florida 32955 and the name of the initial registered agent of this corporation at that address is ALAN SCARBOROUGH.

#### ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the director of this corporation is:

ALAN SCARBOROUGH  
TRACY HARRELL  
FRANK ORRISON  
1725 Huntington  
Rockledge, Florida 32955

#### ARTICLE VIII INCORPORATOR

The name and address of the person signing these Articles is:

ALAN SCARBOROUGH  
1725 Huntington  
Rockledge, Florida 32955

#### ARTICLE IX PRESIDENT

ALAN SCARBOROUGH will serve as this corporation's President. ALAN SCARBOROUGH holds 33 1/3% of this corporation's stock.

#### ARTICLE X SECRETARY

TRACY HARELL will serve as this corporation's Chairman. TRACY HARRELL holds 33 1/3% of this corporation's stock.

#### ARTICLE XI TREASURER

FRANK ORRSIN will serve as this corporations Treasurer. FRANK ORRISON holds 33 1/3% of this corporations stock.

#### ARTICLE XII BY LAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE XIII CUMULATIVE VOTING

At each election of directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

#### ARTICLE XIV SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person, or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### ARTICLE XV POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

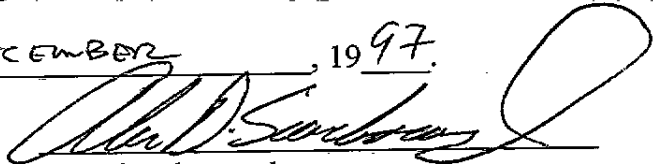
ARTICLE XVI DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present shall be the act of the Board of Directors.

ARTICLE XVII 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 shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, on this 3rd day of DECEMBER, 1997.

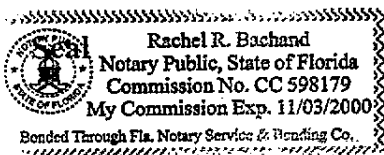
  
Alan Scarborough

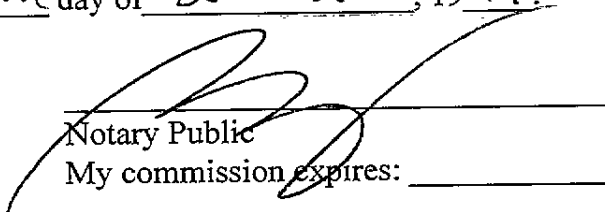
STATE OF FLORIDA

COUNTY OF BREVARD

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Alan Scarborough, who is personally known to me or who has produced FLORIDA DRIVER'S LICENSE as identification known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid on this 3rd day of DECEMBER, 1997.



  
Notary Public

My commission expires: \_\_\_\_\_

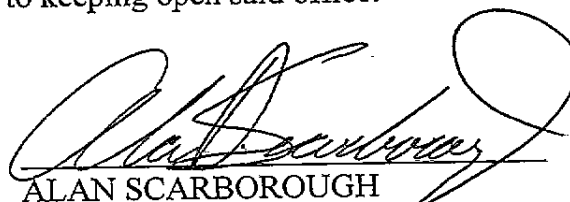
CERTIFICATE DESIGNATING PLACE  
OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

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

First: That S. H. O., Inc., desiring to organize under the laws of the State of Florida with its principal office located at 1723 Huntington, Rockledge, Florida 32955 has named ALAN SCARBOROUGH as its agent to accept service of process within this State.

Acknowledgment:

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

  
ALAN SCARBOROUGH

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS