

Selman & Claire

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RICHARD M. SELMAN, P.A.
ROBERT I. CLAIRE, ESQUIRE, P.A.
* ALSO ADMITTED TO PRACTICE IN
** CERTIFIED PUBLIC ACCOUNTANT

December 9, 1997

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-12/30/97--01048--020
***122.50 ***122.50

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: M. J. SHULMAN, INC.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of Articles of Incorporation for the above referenced corporation.

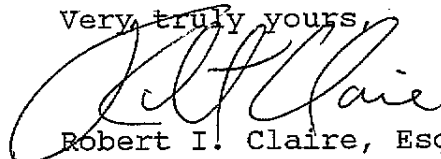
Also enclosed is check in the amount of \$122.50 for filing fees as follows for the corporation:

Filing Fees	\$ 35.00
Cert. copy	52.50
Reg. Agent	<u>35.00</u>
Amount	\$122.50

Your expediency in returning the filed Articles of Incorporation is appreciated.

Should you have any questions, please do not hesitate to call our office.

Very truly yours,


Robert I. Claire, Esq.

RIC/jc
Enclosures/check

MB
12-31-97

FILED
91 DEC 30 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

M. J. SHULMAN, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME & PRINCIPAL ADDRESS OF BUSINESS

The name and address of the corporation shall be:

M. J. SHULMAN, INC.
7777 Glades Road, Suite 214
Boca Raton, FL 33434

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which the corporation is organized are as follows:

- A. To operate as a business and financial consultant.
- B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act.
- C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IVCAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have par value of One Dollar (\$1.00) per share.

ARTICLE VINITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is 7777 Glades Road, Suite 214, Boca Raton, Florida 33434 and the name of its initial Registered Agent at that address is Manny J. Shulman.

ARTICLE VIINITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The names and addresses of the initial Director of the corporation are as follows:

Manny J. Shulman, Director	7777 Glades Road, Suite 214 Boca Raton, FL 33434
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ARTICLE VIIOFFICERS

The names and addresses of each initial officer is as follows:

Manny J. Shulman, President, Treasurer and Secretary	7777 Glades Road, Suite 214 Boca Raton, FL 33434
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ARTICLE VIII

INCORPORATORS

The name and address of each Incorporator is as follows:

Manny J. Shulman

7777 Glades Road, Suite 214
Boca Raton, FL 33434

ARTICLE IX

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 29th day of December, 1997.


Manny J. Shulman

STATE OF FLORIDA

COUNTY OF PAULY BEALE

The foregoing instrument was acknowledged before me this 29th day of December, 1997, by Manny J. Shulman, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

My commission expires:


NOTARY PUBLIC

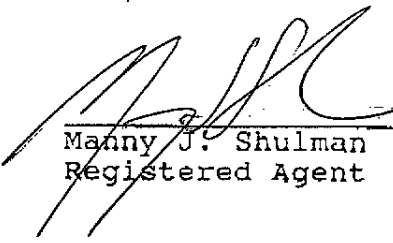


Robert Claire
MY COMMISSION # CC630247 EXPIRES
March 27, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of M. J. SHULMAN, INC. which is contained in the foregoing Articles of Incorporation.

DATED this 29TH day of December, 1997.


Manny J. Shulman
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA