

P98000010256

ORSLEY & CRIPPS, P.A.

Attorneys at Law

EFFECTIVE DATE
1-25-98

January 29, 1998

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: H AND H SHMERLER

Big Oak Professional Building
1803 Australian Avenue South
Suite A
Post Office Box 1869
West Palm Beach, Florida 33402
(561) 683-4075
Fax (561) 689-5121

Jack Edward Orsley
Steven Cripps

700002417367--9
-01/30/98--01067--002
***122.50 ***122.50

Dear Sir/Madam:

Enclosed for filing please find the original and one copy of Articles of Incorporation for the above-referenced corporation, together with our check in the amount of \$122.50 for the filing fee.

Please stamp as filed the enclosed copy of the Articles and return them to me.

Sincerely yours,

STEVEN CRIPPS

SC:mah
Enclosures

Steven Cripps GAVE
AUTHORIZATION BY PHONE TO
CORRECT the suffix
DATE 2-2-98
DOC. EXAM. CB

FILED
98 JAN 30 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
2-2-98

ARTICLES OF INCORPORATION
OF
H AND H SHMERLER

EFFECTIVE DATE
1-25-98

Article I - Name

The name of this corporation is H AND H SHMERLER, INC.

Article II - Duration

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

Article III - Purpose

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

Article IV - Capital Stock

This corporation is authorized to issue 100 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

STEVEN CRIPPS, ESQ.
Florida Bar No. 288195
1803 Australian Avenue South, Suite A
West Palm Beach, FL 33409
(561) 683-4075

FILED
98 JAN 30 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VI - Principal Office: Mailing Address

The mailing address of this corporation is 17180 Bermuda Villave Drive, Boca Raton, FL 33487.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1803 Australian Avenue South, Suite A, West Palm Beach, FL 33409, and the name of the initial registered agent of this corporation at that address is Steven Cripps.

Article VIII - Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The names and addresses of the initial directors of this corporation are:

Howard Shmerler
17180 Bermuda Village Drive
Boca Raton, FL 33487

Hermana Shmerler
17180 Bermuda Village Drive
Boca Raton, FL 33487

Article IX - Incorporator

The names and addresses of the persons signing these Articles are:

Howard Shmerler
17180 Bermuda Village Drive
Boca Raton, FL 33487

Hermana Shmerler
17180 Bermuda Village Drive
Boca Raton, FL 33487

Article X - Indemnification

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

Article XI - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article XII - Amendment

This corporation reserves the right to amend or repeal any provisions 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 subscribers have executed these Articles of Incorporation this 27 day of January, 1998.


HOWARD SHMERLER


HERMANA SHMERLER

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

FILED
98 JAN 30 PM 1:56
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The foregoing instrument was acknowledged before me this 25 day of Jan, 1998 by HOWARD SHMERLER and HERMAN SHMERLER, who are personally known to me or who have produced as identification.



STEPHANIE CHAPMAN
My Commission CC467307
Expires Jun. 19, 1999
Bonded by HAI
800-422-1555

Stephanie Chapman
Notary Public

Stephanie Chapman
Notary Public Printed
My Commission Number:
My Commission Expires:

Acceptance of Designation

The undersigned, STEVEN CRIPPS, hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.

STEVEN CRIPPS