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TRANSMITTAL MEMORANDUM

SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 11 AM 9:50

DORIS BROWN, DOCUMENT SPECIALIST

To: Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

Date: Jan. 29, 1998
Re: B. SHEA
ENTERPRISES, INC.

File No. W-48,216

Your No.

DOCUMENTS OR PAPERS LISTED BELOW ARE ENCLOSED:

400002419244--1
-02/03/98--01009--014
****122.50 ****122.50

1. Copy of your letter of February 5, 1998.
2. Original and one copy of Articles of Incorporation with name changed to B. SHEA ENTERPRISES, INC.

PLEASE TAKE THE FOLLOWING ACTION:

Please file the Articles. Certify the copy and return it to my office as soon as possible.

THANK YOU.

STENSTROM, MCINTOSH, COLBERT, WHIGHAM & SIMMONS, P.A.
Attorneys at Law
Suite 22, Sun Bank
Post Office Box 4848
Sanford, Florida 32772-4848
Telephone: (407) 322-2171
Orlando Exchange: (407) 834-5119
FAX: (407) 330-2379

FCW

Frank C. Whigham
FRANK C. WHIGHAM, ESQUIRE

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W/98-2683
D. BROWN FEB 11 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 5, 1998

PATRICIA W. AUSTIN
STENSTROM, MCINTOSH, COLBERT, ET AL, P.A
POST OFFICE BOX 4848
SANFORD, FL 32772-4848

SUBJECT: SHAE ENTERPRISES, INC.
Ref. Number: W98000002683

We have received your document for SHAE ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 298A00006761

ARTICLES OF INCORPORATION
OF
B. SHEA ENTERPRISES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 11 AM 9:50

ARTICLE I - NAME

The name of this corporation is B. SHEA ENTERPRISES, INC.,
located at 8005 S. Highway 17-92, Fern Park, Florida, 32730.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing with the
filing of these Articles of Incorporation by the Florida Department
of State pursuant to the laws of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting
any and all lawful business which corporations may conduct pursuant
to the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of common
stock at \$1.00 par value, which shall be designated "Common
Shares".

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial registered office of this
corporation is 200 W. First Street, Sanford, Florida, 32771, and
the name of the initial Registered Agent of this corporation
located at that address is FRANK C. WHIGHAM.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are:

DARWIN A. SHEA 871 Paddington Terrace
Heathrow, FL 32746

DONNA K. SHEA 871 Paddington Terrace
Heathrow, FL 32746

ARTICLE VII - INCORPORATOR

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

FRANK C. WHIGHAM 200 W. First Street
Sanford, FL 32771

ARTICLE VIII - POWERS

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

ARTICLE IX - 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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 9th day of February, A.D. 1998.



FRANK C. WHIGHAM

STATE OF FLORIDA)
COUNTY OF SEMINOLE)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 11 AM 9:50

The foregoing instrument was acknowledged before me by FRANK C. WHIGHAM, personally known to me, this 9th day of February, A.D., 1998.

(Affix Notarial Seal)



Patricia W. Austin
Notary Public
Print Name: PATRICIA W. AUSTIN

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

B. SHEA ENTERPRISES, INC.

In pursuance to Chapter §48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That **B. SHEA ENTERPRISES, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 8005 S. Highway 17-92, Fern Park, FL 32730 has named FRANK C. WHIGHAM located at 200 W. First Street, Sanford, County of Seminole State of Florida, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above entitled corporation, at 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.

[Signature]
FRANK C. WHIGHAM