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March 9, 1998

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Department of State  
Division of Corporations  
409 East Gains St.  
Tallahassee, FL 32399

Please return my corporation papers with the return federal express packet as soon as possible. Thanking you in advance.

Sincerely,

*Shelly Berensen Zusmer*  
Shelly Berensen Zusmer

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**ARTICLES OF INCORPORATION  
OF  
SHELLE' & ASSOCIATES, INC.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be:

**SHELLE' & ASSOCIATES, INC.**

**ARTICLE II**

The capital stock authorized, the part value thereof, and the characteristics of such stock shall be as follows: **1,000 Shares of Common Stock - Par Value \$1.00.**

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefor shall have been paid. All of such shares are to consist of one class only.

**ARTICLE III**

The amount of capital with which this corporation shall commence business shall not be less than \$500.00.

**ARTICLE IV**

This corporation shall commence its existence on filing, and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE V**

The initial address of this corporation shall be 2901 Clintmoore Rd. #417, Boca Raton, Florida 33496, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

**ARTICLE VI**

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by majority vote hereafter, determine that the corporation be managed by the stockholders. The initial number of directors shall be one.

**ARTICLE VII**

The name and street address of the first Director of the corporation, who shall hold office for the first year or until his successor is duly elected and qualified, shall be:

Shelly Beresen Zusmer  
2901 Clintmoore Road #417  
Boca Raton, Florida 33496

**ARTICLE VIII**

The name and post address of the Subscriber, and the number of shares he agrees to take is:

Shelly Beresen Zusmer  
2901 Clintmoore Road #417  
Boca Raton, Florida 33496  
\*\*\*\*\*500 Shares\*\*\*\*\*

**ARTICLE IX**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested, or are directors or officers of such corporation. Any director individually, or any firm of which any director may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been know the Board of Directors or majority thereof, and any officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which will authorize any such contract or transaction with like force and effect as if he were not such director or officers of such other corporation, or not so interested.

**ARTICLE X**

The private property of the stockholders shall not be subject to payment of the corporation debts in any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders of the corporation.

**ARTICLE XI**

This corporation shall adopt by-laws by a majority vote of the shares as voted by the shareholders. Members of the Board of Directors or the executive committee, if any, shall be deemed present at a meeting of such board or committee if a conference, telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, is used.

The corporation may confer powers, limitations of the powers, and regulate the powers of the corporation, the directors, and the stockholders of all classes, including, but not limited to, provisions for cumulative voting for directors, a list of officers, and provisions governing the issuance of stock certificates to replace lost or destroyed certificates. The foregoing powers and limitations may be incorporated in the corporation's by-laws, or placed in the corporate minutes after authorization by a majority vote of the shares.

The corporation, as designated from time to time by the Board of Directors, or its shareholders acting in place of a Board of Directors if there be no Board of Directors, shall have the power to hold its respective directors' meetings and/or shareholders' meetings outside the State of Florida, and to keep its books ( subject to statutory provisions) outside the State of Florida.

**ARTICLE XII**

The initial registered office of the corporation shall be: **2901 Clintmoore Road #417, Boca Raton, Florida 33496**; the initial Registered Agent of the corporation whose business office is at such address is **Shelly Beresen Zusmer**

**IN WITNESS WHEREOF**, I, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true and agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal this 9<sup>th</sup> day of March, 1998.

I hereby am familiar with and accept the duties and responsibilities as registered agent for the said corporation.

*Shelly Beresen Zusmer*  
**Shelly Beresen Zusmer**

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