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March 20, 1998

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*****70.00 *****70.00

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Filing Articles of Incorporation
of Shearer Services, Inc.

Gentlemen:

Please find enclosed our firm check made payable to your order in the amount of \$70.00 and Articles of Incorporation.

Amounts are broken down as follows:

- 1) \$35.00 - Designating Resident Agent.
- 2) \$35.00 - Filing Fee for Articles of Incorporation.

I would appreciate your filing the enclosed Articles and returning a conformed copy to me at your earliest convenience. Thank you for your cooperation in this matter.

Very truly yours,

ABELES AND ANDERSON, P.A.

David E. Abeles
David E. Abeles

David E. Abeles

DEA/tp
Encl.

FILED
98 MAR 30 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

43
4/1/98

ARTICLES OF INCORPORATION

OF

SHEARER SERVICES, INC.

FILED
98 MAR 30 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I-NAME

The name of the corporation shall be: Shearer Services, Inc.

The principal place of business of this corporation shall be:

91 Lake Dr., Debary, Fl. 32713

ARTICLE II-NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLES III-CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 100 at \$.01 par value.

ARTICLE IV-TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V-OFFICERS, DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until their successor is elected, is:

Sandra Scott
91 Lake Dr.
Debary, Fl 32713

President

ARTICLE VI-INCORPORATOR(S)

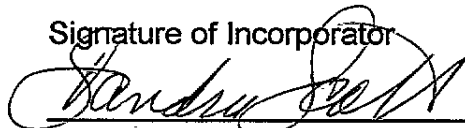
The name and street address of the incorporator of this articles of incorporation is:

Sandra Scott

91 Lake Dr., Debary, FL 32713

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19 day of March, 1998.

Signature of Incorporator


Sandra Scott

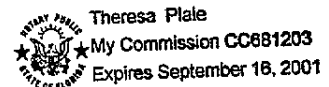
STATE OF FLORIDA
COUNTY OF VOLUSIA

THE FOREGOING instrument was acknowledged before me this 19 day of March, 1998
by Sandra Scott



who is personally known to me, or
who has produced _____
as identification.


THERESA PLALE
Notary Public
State of Florida at Large
My Commission Expires:



CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Shearer Services, Inc.
2. The name and address of the registered agent and office is:
Sandra Scott, 91 Lake Dr., Debary, FL 32713



Sandra Scott
Title: President
Date: March 19, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.



Sandra Scott
Registered Agent
Date: 3-19-98

FILED
98 MAR 30 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA