

P98000034181

SHELDON M. LONDON  
ATTORNEY AT LAW  
9301 SOUTHWEST 94TH PLACE  
MIAMI, FLORIDA 33176-2030

(305) 596-5855  
FAX: (305) 274-9417  
April 7, 1998

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

800002486288--2  
-04/13/98--01043--008  
\*\*\*122.50 \*\*\*122.50

Re: SHAPIR INVESTMENTS, INC.

Dear Sir or Madam:

Enclosed is the original and two copies of the Articles of Incorporation of SHAPIR INVESTMENTS, INC. together with a check in the amount of \$122.50 for the filing fee.

The certified copy of the articles should be sent to:

Sheldon M. London  
9301 S.W. 94th Place  
Miami, Florida 33176

Sincerely,

*Sheldon M. London*  
Sheldon M. London

SML/11  
Enc.

FILED  
98 APR 13 AM 9:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TA-4/15/98

**ARTICLES OF INCORPORATION**  
**OF**  
**SHAPIR INVESTMENTS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act (Chapter 607 of the Laws of the State of Florida), hereby adopts the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation is SHAPIR INVESTMENTS, INC.

The initial principal place of business of the corporation shall be 3195 Willow Lane, Weston, Florida 33331. The Board of Directors may from time to time move the principal office to any other address.

**ARTICLE II NATURE OF BUSINESS**

The corporation may engage in or transact any or all lawful activities or business permitted now or in the future under the laws of the United States, the State of Florida, or any other state.

**ARTICLE III CAPITAL STOCK**

The maximum number of shares of stock which the corporation is authorized to have outstanding at any one time is five hundred thousand (500,000) shares of common capital stock having a par value of ten cents (\$0.10) per share. Holders of common stock are entitled to vote on all matters required by law on the basis of one vote per share, and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to securities of the corporation.

**ARTICLE IV TERM OF EXISTENCE**

The corporation shall exist perpetually.

Prepared by:  
Sheldon M. London, Esq.  
Florida Bar Number 112104  
9301 SW 94<sup>th</sup> Place  
Miami, Florida 33176  
(305) 596-5855

**FILED**  
98 APR 13 AM 9:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE V INITIAL OFFICERS AND DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be changed from time to time by amendment to, or in the manner provided in, the bylaws of the corporation.

The names and addresses of the initial directors of the corporation, who shall hold office for the first year of the corporation's existence or until a successor is elected or appointed, are:

Dr. Jonathan Shapir	3195 Willow Lane Weston, Florida 33331
Carolyn H. Shapir	3195 Willow Lane Weston, Florida 33331

#### ARTICLE VI INCORPORATOR

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

Sheldon M. London	9301 S.W. 94 <sup>th</sup> Place Miami, Florida 33176
-------------------	--

#### ARTICLE VII BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE VIII INDEMNIFICATION

To the fullest extent that limitations on the liability of directors and officers are permitted by Florida law, no director or officer of the corporation shall have any liability to the corporation or its stockholders for damages. This limitation on liability applies to events occurring at the time a person serves as a director or officer of the corporation whether or not such person is a director or officer at the time of any proceeding in which liability is asserted. The corporation shall indemnify, to the fullest extent permitted by Florida law, any person who was or is a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a director, officer, employee or agent of the corporation or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts

paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, including any appeal, if the person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation and with respect to any criminal action or proceeding had no reasonable cause to believe their conduct was unlawful.

**ARTICLE IX REGISTERED AGENT**

The name and street address of the initial registered agent and office of the corporation is:

Sheldon M. London

9301 S.W. 94<sup>th</sup> Place  
Miami, Florida 33176

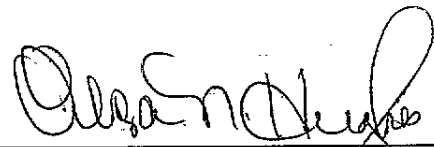
IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation on April 7, 1998.

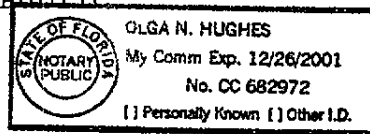
  
Sheldon M. London

STATE OF FLORIDA

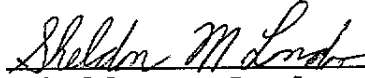
COUNTY OF MIAMI-DADE :

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of April, 1998, by Sheldon M. London, who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
(Print name) OLGA N. HUGHES  
Notary Public



Having been named as registered agent and to accept service of process for Shapir Investments, Inc., I agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I accept the obligations of my position as registered agent.

  
Sheldon M. London,  
Registered Agent

DATE: April 7 , 1998

**FILED**  
98 APR 13 AM 9:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA