



THE UNITED STATES
CORPORATION
COMPANY

P98000034362

FILED

98 APR 15 PM 1:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 782133 118517A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizut

ORDER DATE : April 15, 1998

ORDER TIME : 10:29 AM

ORDER NO. : 782133-005

CUSTOMER NO: 118517A

800002489408--3

CUSTOMER: Jeffrey M. Fuller, Esq
FULLER HOLSONBACK & BIVINS
ATTORNEYS & COUNSELORS AT LAW
Suite 2650
100 N. Tampa Street
Tampa, FL 33602

DOMESTIC FILING

NAME: SHERFRED, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

SHERFRED, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, acting as the incorporator of SHERFRED, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

SHERFRED, INC.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal business office and mailing address of the corporation is:

2300 S.E. 17th Street, Suite 401
Ocala, Florida 34471

ARTICLE III. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 1,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The name and street address of the initial director is:

Frank M. Vero
2300 S.E. 17th Street, Suite 401
Ocala, Florida 34471

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

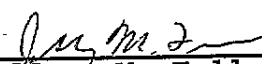
The street address of the initial registered office of the corporation is 100 North Tampa Street, Suite 2650, Tampa, FL 33602 and the name of the corporation's initial registered agent at the address is Jeffery M. Fuller.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator is:

Jeffery M. Fuller
Fuller Holsonback & Bivins
100 North Tampa Street, Suite 2650
Tampa, Florida 33602

EXECUTION DATE: April 14, 1998.



Jeffery M. Fuller
Incorporator

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SHERFRED, INC.

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That SHERFRED, INC., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 100 North Tampa Street, Suite 2650, Tampa, Florida 33602, has named Jeffery M. Fuller as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for SHERFRED, INC. at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

EXECUTION DATE: April 14, 1998



Jeffery M. Fuller
Registered Agent

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