



P98000052010

ACCOUNT NO. : 072100000032

REFERENCE : 850891 4303929

AUTHORIZATION

COST LIMIT : \$ 122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 10 PM 2:56

ORDER DATE : June 10, 1998

ORDER TIME : 12:31 PM

ORDER NO. : 850891-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Seonaid Rijo
GREENBERG TRAUIG

1221 Brickell Avenue
20th Floor
Miami, FL 33131

900002555099--8

DOMESTIC FILING

NAME: SHULA GP, 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: Stacy L Earnest

EXAMINER'S INITIALS:

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98 JUN 10 PM 1:53
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

SHULA GP, INC.

ARTICLE I

The name of the corporation is SHULA GP, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation are 6843 Main Street, Miami Lakes, Florida 33014.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified, is:

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David C. Younts
6843 Main Street
Miami Lakes, Florida 33014

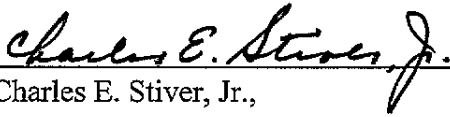
ARTICLE VII

The name of the Incorporator is Charles E. Stiver, Jr., and the address of the Incorporator is 1221 Brickell Avenue, Suite 2100, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

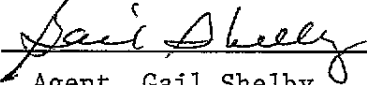
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 9th day of June 1998.


Charles E. Stiver, Jr.,
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of SHULA GP, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company

By: 
Its: Agent, Gail Shelby

Dated: June 10, 1998

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