THE UNITED STATES

ACCOUNT NO. : 072100000032

REFERENCE: 866145 81229A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE: June 23, 1998

ORDER TIME : 10:16 AM

ORDER NO. : 866145-005

CUSTOMER NO: 81229A

CORPORATION

CUSTOMER: Sharon B. Logan, Esq

SHARON B. LOGAN, ESQUIRE

Suite 110

400 South Atlantic

Ormond Beach, FL 32176

DOMESTIC FILING

NAME:

SHEIRICH ASSOCAITES, 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: Christopher Smith

EXAMINER'S INITIALS:

800002569298--1 -06/23/98--01032--025

****122.50 ****122.50

ARTICLES OF INCORPORATION

OF



Sheirich Associates, Inc.

ARTICLE I - NAME AND PRINCIPAL LOCATION

The name of this corporation is "Sheirich Associates, Inc.".

The principal location of the corporation is 509 Revilo Boulevard,

Daytona Beach, Florida 32118.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of management consulting and engaging in any act, duties or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of common class, at One Dollar (\$1.00) par value.

ARTICLE V - CAPITAL STRUCTURE: Subchapter S Corporation

This corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten (10) persons. The stock shall be issued and transferrable only to natural persons who are not non-resident aliens.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 509 Revilo Boulevard, Daytona Beach, Florida 32118. The name of the initial registered agent at that address is John William Sheirich.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

<u>NAME</u>

<u>ADDRESS</u>

John William Sheirich

509 Revilo Boulevard Daytona Beach, FL 32118

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these Articles of Incorporation is: John William Sheirich of 509 Revilo Boulevard, Daytona Beach, Florida 32118.

ARTICLE IX - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer or any former officer to the full extent permitted by Law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 15th day of June, 1998.

John William Sheirich

Indorporator

STATE OF FLORIDA COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day personally appeared before me an officer duly authorized to administer oaths and take acknowledgments, John William Sheirich, to me well known to be the persons described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed as his act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 15th day of June, 1998, in the County and State aforesaid.

Notary Public, State of Florida

My commission expires:



ARTICLES OF INCORPORATION

DIVISION OF CORPORATIONS

98 JUN 23 AM II: 50

OF

Sheirich Associates, Inc.

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation of Registered Agent for Sheirich Associates, Inc., having its registered office at 509 Revilo Boulevard, Daytona Beach, Florida 32118.

The acceptance shall be effective upon the filing of the Articles of Incorporation of said corporation.

Dated: June 15, 1998.

John William Sheirich Registered Agent

William Desirch

STATE OF FLORIDA COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day personally appeared before me an Officer duly authorized to administer oaths and take acknowledgments, John William Sheirich, to me well known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purpose therein expressed as his act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 15th day of June, 1998, in the County and State aforesaid.

Notary Public State of Florida My Commission Expires:

SHARON B. LOGAN
MY COMMISSION # CC424392 EXPIRES
January 31, 1999
BONDED THRU TROY FAIN INSURANCE, INC.