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NAME: SHEAR CONSTRUCTION AND DEVELOPMENT, INC.

AUDIT NUMBER.....H98000011641

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ARTICLES OF INCORPORATION

OF

SHEAR CONSTRUCTION AND DEVELOPMENT, INC.

The undersigned incorporator hereby adopts these Articles of Incorporation for the formation of a corporation under Florida General Corporation Act.

ARTICLE I

NAME

The name of this corporation is SHEAR CONSTRUCTION AND DEVELOPMENT, INC.

ARTICLE II

DURATION

The duration of the corporation shall be perpetual.

ARTICLE III

INCORPORATION

The existence of the corporation shall commence upon the filing of these Articles of Incorporation.

Prepared by:

Neal S. Litman, Esq. (Fla. Bar No. 151824)
Grove Plaza - 2nd Floor
2900 S.W. 28th Terrace
Coconut Grove, FL 33133
(305) 441-9000

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H98000011641**ARTICLE IV****PURPOSES**

The general purpose for which the corporation is initially organized is:

1. To engage in such lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE V**AUTHORIZED SHARES**

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock each having a par value of \$.01 per share.

ARTICLE VI**INDEMNIFICATION OF DIRECTORS.****OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES**

Section 1. Indemnification in Accordance with Bylaws. The Corporation shall indemnify its officers, Directors, employees and agents against liabilities, damages, settlements and expenses (including attorneys' fees) incurred in connection with the Corporation's affairs, and shall advance such expenses to any such officers, directors, employees and agents, to the full extent permitted by law, and as more particularly set forth in the Corporation's Bylaws. Such indemnification provisions of the Corporation's

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Bylaws may be enacted and modified from time to time by resolution of the Corporation's Board of Directors.

Section 2. Effect of Modification. Any repeal or modification of any provision of this Article by the shareholders of the Corporation shall not adversely affect any right to protection of a Director, officer, employee or agent of the Corporation existing at the time of the such repeal or modification.

Section 3. Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent in another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against liability under the revision of this Article.

Section 4. No Rights of Subrogation. Indemnification hereunder and under the Bylaws shall be a personal right and the Corporation shall have no liability under this Article to any insurer or any person, corporation, partnership, association, trust or other entity (other than the heirs, executors or administrators of such person) by reason of subrogation, assignment or succession by any other means to the claim of any person to indemnification hereunder or under the Corporation's Bylaws.

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ARTICLE VIIREGISTERED OFFICE AND AGENT

The initial street address of the registered office of this corporation in the State of Florida is Grove Plaza - 2nd Floor, 2900 S.W. 28th Terrace, Coconut Grove, Florida 33133.

The name of the initial registered agent at such address is NEAL S. LITMAN, ESQ.

ARTICLE VIIIINITIAL BOARD OF DIRECTOR(S)

The initial Board of Directors shall consist of the following:

<u>NAME</u>	<u>ADDRESS</u>
GARY SHEAR	c/o Neal S. Litman, P.A. Grove Plaza - 2nd Floor 2900 S.W. 28th Terrace Coconut Grove, FL 33133
STEPHEN BLUMENTHAL	c/o Neal S. Litman, P.A. Grove Plaza - 2nd Floor 2900 S.W. 28th Terrace Coconut Grove, FL 33133

ARTICLE IXINCORPORATOR

The name and street address of the incorporator is.

<u>NAME</u>	<u>ADDRESS</u>
Neal S. Litman	Grove Plaza - 2nd Floor 2900 S.W. 28th Terrace Coconut Grove, Florida 33133

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ARTICLE X

MAILING ADDRESS

The initial mailing address of the Corporation shall be:

c/o Neal S. Litman, P.A.
Grove Plaza - 2nd Floor
2900 S.W. 28th Terrace
Coconut Grove, FL 33133

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 23rd day of June, 1998.


NEAL S. LITMAN
Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is:

SHIAR CONSTRUCTION AND DEVELOPMENT, INC.

2. The name and address of the Registered Agent and Office is:

Neal S. Litman, Esq.
Grove Plaza - 2nd Floor
2900 S.W. 28th Terrace
Coconut Grove, Florida 33133

Signature 

Date 6/23/98

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby 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 am familiar with and accept the obligations of my position as Registered Agent.


Neal S. Litman

Date 6/23/98

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