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The Law Offices Of Carroll L. Payne

and Javier Guadayaol

6075 S.W. 72 Street

Suite 400

Miami, Florida 33143

Telephone: (305) 661-7900

Telefax: (305) 663-5730

May 27, 1998

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

Re: SHAMUS, INC.

000002540820--4
-05/29/98--01059--001
****122.50 ****122.50

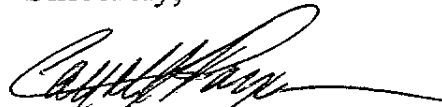
Dear Madam/Sir:

Enclosed is an original and one(1) copy of the articles of incorporation and my check for \$122.50.

Please return the copy and certificate to me at the address on the letterhead.

Thank you for your attention.

Sincerely,


Carroll L. Payne

98 JUL -6 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

B. BROCK JUL 06 1998 W98-13409



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 11, 1998

CARROLL L. PAYNE, ESQUIRE
6075 S.W. 72 STREET
SUITE 400
MIAMI, FL 33143

SUBJECT: SHAMUS, INC.
Ref. Number: W98000013409

We have received your document for SHAMUS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Barbara Brock
Document Specialist

Letter Number: 598A00032710

*The Law Offices Of Carroll L. Payne
and Javier Guadayol*

6075 S.W. 72 Street
Suite 400

Miami, Florida 33143

Telephone: (305) 661-7900

Telefax: (305) 663-5730

July 1, 1998

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

Re: SHAMUS, INC. OF MIAMI

Dear Madam/Sir:

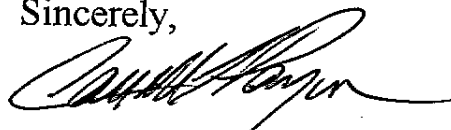
Enclosed is an original and one(1) copy of the articles of incorporation for Shamus, Inc. of Miami together with a copy of the letter you sent me.

I spoke to someone in your office and was told it was OK to change the name by adding Of Miami after Shamus, Inc.

Please return the copy and certificate to me at the address on the letterhead.

Thank you for your attention.

Sincerely,



Carroll L. Payne

ARTICLES OF INCORPORATION

OF

SHAMUS, INC. OF MIAMI *CP*

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SHAMUS, INC. OF MIAMI *CP*

The principal place of business of this corporation shall be 6075 S.W. 72 Street, Suite 400, Miami, Florida 33143 and the mailing address shall be 6075 S.W. 72 Street, Suite 400, Miami, Florida 33143.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 6075 S.W. 72 Street, Suite 400, Miami, Florida 33143, and the name of the initial registered agent of the corporation at that address is Carroll L. Payne.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers and directors of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are elected or appointed are:

Gerald M. Mingo
President/Director

6075 S.W. 72 Street, Suite 400,
Miami, Florida 33143

Vice President/Secretary
Treasurer/Director

6075 S.W. 72 Street, Suite 400,
Miami, Florida 33182

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Gerald M. Mingo
6075 S. W. 72 Street, Suite 400
Miami, Florida, 33143

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand on this 27th day of May, 1998.


Gerald M. Mingo

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Carroll L. Payne having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent according to Florida Statutes.


Carroll L. Payne

APPROVED
AND
FILED
98 JUL -6 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA