

934 N. University Dr.
Suite 414
Coral Springs, FL 33071

954-227-3887

P98000061381

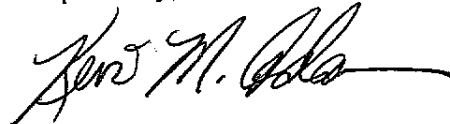
Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

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-07/10/98--01023--012
*****70.00 *****70.00

Dear Sir or Madam:

Please accept my application for incorporation. Any questions or comments can be forwarded to the above address or by calling 954-340-8511.

Respectfully,



Kevin M. Adams

KMA

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98 JUL 10 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UB
7-13-98
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ARTICLES OF INCORPORATION

1. The name of the corporation shall be: SHAY INTERNATIONAL, INC
2. The principal place of business and mailing address of the corporation is: 934 N. University Dr. Suite 414 Coral Springs, FL 33071
3. The corporation shall have the authority to issue 100 shares of stock.
4. The registered agent of the corporation is Kevin M. Adams and the registered street address is 934 N. University Dr. Suite 414 Coral Springs, Florida 33071.
5. The initial Board of Directors shall have 1 member(s) whose name(s) and address(es) is/are as follows: Kevin M. Adams 1032 Coral Club Dr. Coral Springs, FL 33071

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

6. The incorporator of this corporation is Kevin M. Adams whose street address is 1032 Coral Club Dr. Coral Springs, FL 33071

Dated 6-18-98

Kevin M. Adams
Incorporator

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 am familiar with and accept the obligations of my position as registered agent.

Dated 6-18-98

Kevin M. Adams
Registered Agent