



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 901975 6099A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 23 AM 9:29

ORDER DATE : July 23, 1998

ORDER TIME : 11:31 AM

ORDER NO. : 901975-010

CUSTOMER NO: 6099A

CUSTOMER: Ms. Laraine C. Charbonneau  
MOYLE FLANIGAN KATZ FITZGERALD  
& SHEEHAN  
P. O. Box 3888

600002596506--6

-07/23/98--01054--019

\*\*\*\*\*262.50 \*\*\*\*\*122.50

West Palm Beach, FL 33402

DOMESTIC FILING

NAME: SHALMAR, 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: Cassandra Bryant

EXAMINER'S INITIALS:

RECEIVED  
98 JUL 23 PM 12:14  
168

ARTICLES OF INCORPORATION  
OF  
SHALMAR, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 23 AM 9:29

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I  
Name of Corporation

The name of this Corporation shall be SHALMAR, INC. (the "Corporation").

ARTICLE II  
Mailing Address and Principal Place of Business

The mailing address and principal place of business of the Corporation is 186 Spyglass Lane, Jupiter, Florida 33477.

ARTICLE III  
Purpose

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

#### ARTICLE IV Capital Stock

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock.

#### ARTICLE V Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

#### ARTICLE VII Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 625 North Flagler Drive, 9<sup>th</sup> Floor, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is Ronald K. Kolins, Esquire.

ARTICLE VIII  
Initial Board of Directors

This Corporation shall have one (1) director initially. The number of directors maybe increased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation are as follows:

Jack Friedland	186 Spyglass Lane
	Jupiter, Florida 33401

ARTICLE IX  
By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X  
Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

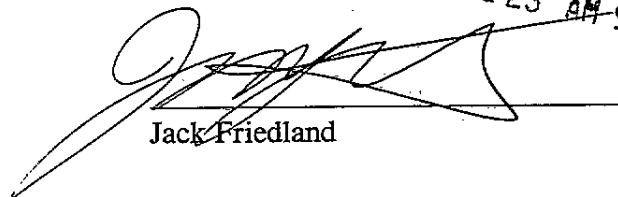
ARTICLE XI  
Incorporator

The name and address of the person signing these Articles are as follows: Jack Friedland, 186 Spyglass Lane, Jupiter, Florida 33477.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of

Incorporation this 16 day of July, 1998.

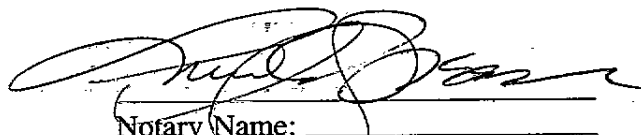
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 23 AM 9:29

  
Jack Friedland

STATE OF ~~FLORIDA~~ PENNSYLVANIA  
COUNTY OF ~~PALM BEACH~~ )  
MONTGOMERY

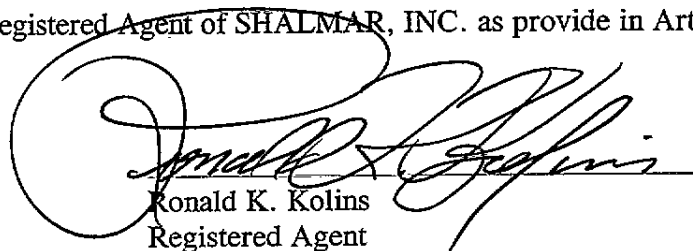
The foregoing instrument was acknowledged before me this 16 day of July, 1998, by Jack Friedland, as Incorporator of Shalmar, Inc., on behalf of the corporation, and he is personally known to me. or has produced \_\_\_\_\_ as identification and did take an oath.

(NOTARY STAMP)

  
Notary Name: \_\_\_\_\_  
Notary Public  
Serial (Commission) Number \_\_\_\_\_  
(if any) \_\_\_\_\_

Notarial Seal  
Julie A. Speese, Notary Public  
Limerick Twp., Montgomery County  
My Commission Expires Feb. 19, 2001  
Member, Pennsylvania Association of Notaries

I hereby accept appointment as Registered Agent of SHALMAR, INC. as provide in Article VII, hereof.

  
Ronald K. Kolins  
Registered Agent