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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

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NAME: SHAFT ENTERPRISES, INC.

AUDIT NUMBER.....H98000014259

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION

OF

SHAFT ENTERPRISES, INC.

FILED
98 JUL 31 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS: That the undersigned person acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be SHAFT ENTERPRISES, INC.

ARTICLE II - DURATION OF EXISTENCE

This corporation shall exist perpetually, commencing on the date these Articles are filed in the Office of the Secretary of State.

ARTICLE III - PLACE OF BUSINESS

The corporation's principal place of business shall be

3227 Davie Blvd.
Fort Laud., FL 33312

ARTICLE IV - GENERAL PURPOSES

The purpose of this corporation is to engage in any activities or lawful business permitted for corporations under both the laws of the United States of America and the State of Florida.

ARTICLE V - CAPITAL STOCK

(I) The corporation shall have authority to issue ten thousand shares (10,000) of common stock, all of one class, with a par value of One Dollar (\$1.00) per share.

Prepared by:

1

Glen R. Nee, P.A.
517 S.W. First Av
Ft. Lauderdale, FL 33301
(954) 524-4141
Fla. Bar No. 239119

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(II) All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of stock to be issued as hereinafter set forth, and when so issued, shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive and binding upon the present subscribers or future stockholders of the corporation.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The address of the initial registered office is 517 S.W. First Ave., Fort Laud., FL 33301, and the name of its initial registered agent at said address is Glenn R. Mee.

ARTICLE VII - BOARD OF DIRECTORS

(I) The corporation shall have a minimum of one (1) director, and shall have two (2) directors initially. The number of directors may be increased from time to time by amendment of the By-Laws.

(II) The names and addresses of the person who is to serve as director until the first annual meeting of shareholders or until its successors are elected and qualify, is:

Charlotte Carroll, 3224 S.W. 60 Circle, Davie, FL 33314
Jeremiah Carroll, 3224 S.W. 60 Circle, Davie, FL 33314

Prepared by:

Glenn R. Mee, P.A.
517 S.W. First Av
Ft. Lauderdale, FL 33301
(954) 524-4141
Fla. Bar No. 239119

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ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of the corporation is
Charlotte Carroll, 3224 S.W. 60 Circle, Davie, FL 33314.

IN WITNESS WHEREOF, the undersigned incorporator has executed
the foregoing Articles of Incorporation this 30 day of
July, 1998.

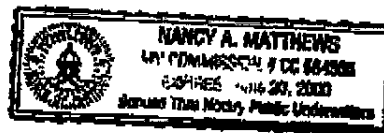

CHARLOTTE CARROLL

STATE OF FLORIDA
COUNTY OF BROWARD

THE FOREGOING Articles of Incorporation were acknowledged
before me this day by CHARLOTTE CARROLL, who is personally known to
me or had produced a n/a as
identification and did take an oath.

WITNESS my hand and official seal in the County and State last
aforesaid this 30 day of July, 1998.


Notary Public
My Commission Expires:



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Prepared by:

Glenn E. Mee, P.A.
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

The following is submitted, in compliance with Section 48.091,
Florida Statutes,

THAT SHAFT ENTERPRISES, INC., a corporation organizing under
the laws of the State of Florida, has named GLENN R. MEE as its
Registered Agent to accept service of process within this State,
whose registered office is located at 517 S.W. First Ave., Fort
Laud., FL 33301.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
entitled corporation, at the place designated in this Certificate,
I hereby accept to act in this capacity, and agree to comply with
the provisions of said Act relative to the proper and complete
performance of my duties.



GLENN R. MEE
517 S.W. First Ave.
Fort Lauderdale, FL 33301

CARROLL\SHAFT.ART

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TALLAHASSEE, FLORIDA

Prepared by:

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