

OFFICE USE ONLY (Document #)

LEZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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-08/25/98--01040--033

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SHELTER ENTERPRISES CORP.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)



Walk in



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2:00



Certified Copy



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Will wait



Photocopy



Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
98 AUG 25 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 AUG 25 AM 11:00
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES of INCORPORATION
OF
SHELTER ENTERPRISES CORP.

ARTICLE I

The name of this corporation shall be:

SHELTER ENTERPRISES CORP.

With the principal place of business located at:

1531 DREXEL AVE # 7 MIAMI BEACH FL. 33139

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

This Corporation is authorized to issue 1.000 shares of Common Stock, par value \$1.00(one U.S. dollar) per share.)

ARTICLE IV
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this Corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V
INITIAL REGISTERED OFFICE

The street address of the registered office of this Corporation is:
1531 DREXEL AVE SUITE # 7 MIAMI FL. 33139

The Name of the initial REGISTERED AGENT of this Corporation is:
SILVIO R. SCHWAMBORN

PREPARED BY THE LAW OFFICES OF ALAN S. GLUECK
ALAN S. GLUECK # 224278 FL
444 BRICKELL, AVE # 752
MIAMI, FL 33131

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TALLAHASSEE FLORIDA

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ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have **1 (one)** Director(s) initially, the number of Directors may be either increased or diminished from time to time according to the bylaws, but shall never be less than one (1). The initial Director(s) of this Corporation is/are:

President SILVIO R. SCHWAMBORN

ARTICLE VII
INCORPORATOR

The name and address of the person signing this article is: SILVIO SCHWAMBORN
1531 DREXEL AVE. MIAMI FL. 33139

ARTICLE VIII
INDEMNIFICATION

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

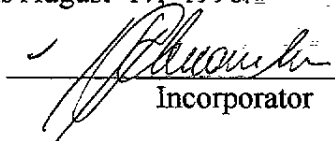
ARTICLE IX
MANAGEMENT OF CORPORATION

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the President and the shareholders of this Corporation.

ARTICLE X
BY LAWS

The power to adapt, alter, amend or repeal by-laws shall be vested on the BOARD OF DIRECTORS and the SHAREHOLDERS.

IN WITNESS WHEREOF, The undersigned incorporator has executed these Articles of Incorporation this August 17, 1998.


Incorporator

CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

SHELTER ENTERPRISES CORP.

THAT DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF
FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF
DADE, STATE OF FLORIDA HAS APPOINTED:

SILVIO SCHWAMBORN

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:
SHELTER ENTERPRISES CORP.

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION
AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO
ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION,
AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE
FLORIDA STATUTES.

THIS 08, 17 98



Registered Agent

STATE OF FLORIDA)

COUNTY OF DADE.)

030666260

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE
ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE,
PERSONALLY APPEARED. SILVIO SCHWAMBORN

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING
ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME
THAT HE EXECUTED SAME.

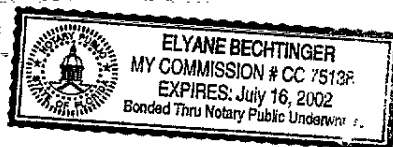
IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED
MY OFFICIAL SEAL,

IN THE STATE AND COUNTY AFORESAID

THIS 08, 17, 98



NOTARY



SPECIFIC POWER OF ATTORNEY

BE IT KNOWLEDGED, THAT I, **SILVIO SCHWAMBORN, THE UNDERSIGNED**, DO HEREBY GRANT A LIMITED AND SPECIFIC POWER OF ATTORNEY TO **THE LAW OFFICES OF ALAN S. GLUECK, OF MIAMI, FL**

— AS MY ATTORNEY-IN-FACT.

SAID ATTORNEY-IN-FACT SHALL HAVE FULL POWER AND AUTHORITY TO UNDERTAKE AND PERFORM ONLY THE FOLLOWING ACTS ON MY BEHALF:

MANAGE THE PROCEDURES IN ORDER TO OBTAIN FEIN #, ANY KIND OF BUSINESS LICENSES, INQUIRE ABOUT LIABILITIES WITH THE IRS, FLORIDA DEPARTMENTS, CUSTOMS, AND ANY OTHER GOVERNMENTAL OFFICE. THE AUTHORITY HEREIN SHALL INCLUDE SUCH INCIDENTAL ACTS AS ARE REASONABLY REQUIRED TO CARRY OUT AND PERFORM THE SPECIFIC AUTHORITIES GRANTED HEREIN.

MY ATTORNEY-IN-FACT AGREES TO ACCEPT THIS APPOINTMENT SUBJECT TO ACT AND PERFORM IN SAID FIDUCIARY CAPACITY CONSISTENT WITH MY BEST INTEREST AS MY ATTORNEY-IN-FACT IN THIS DISCRETION DEEMS ADVISABLE.

THIS POWER OF ATTORNEY IS EFFECTIVE UPON EXECUTION, THIS POWER OF ATTORNEY MAY BE REVOKED BY ME AT ANY TIME, AND SHALL AUTOMATICALLY BE REVOKED UPON MY DEATH, PROVIDED ANY PERSON RELYING ON THIS POWER OF ATTORNEY SHALL HAVE FULL RIGHTS TO ACCEPT AND RELY UPON THE AUTHORITY OF MY ATTORNEY-IN-FACT UNTIL IN RECEIPT OF ACTUAL NOTICE OF REVOCATION.

SIGNED UNDER SEAL THIS 17TH DAY OF AUGUST, 1998



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