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August 31, 1998

FILED  
98 SEP -2 AM 11:31  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Attn: Corporate Records

The Shirley Corporation


200002631412--8  
-09/02/98--01069--012  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madam:

Enclosed for filing with your office are the original and one (1) copy of the Articles of Incorporation for the above-captioned corporation. Also enclosed is our firm's check in the amount of \$122.50 representing payment of the following:

Filing fee	\$ 35.00
Certified copy fee	52.50
Registered Agent fee	35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Sincerely,  
  
Richard C. Williams, Jr.

RCW, JR:cet  
Encls.  
cc: Mr. & Mrs. George A. Price

ARTICLES OF INCORPORATION  
OF  
THE SHIRLEY CORPORATION

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TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this Corporation is The Shirley Corporation.

ARTICLE II - PRINCIPAL OFFICE AND  
MAILING ADDRESS OF CORPORATION

The address of the principal office of the Corporation is 737 Honeysuckle Avenue, Celebration, Florida 34747, and the mailing address of the Corporation is 737 Honeysuckle Avenue, Celebration, Florida 34747.

ARTICLE III - DURATION

The Corporation shall have a perpetual existence.

ARTICLE IV - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED  
OFFICE AND AGENT

The initial registered office of this Corporation shall be 737 Honeysuckle Avenue, Celebration, Florida 34747, and the initial registered agent of this Corporation at such office shall be George A. Price, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as

amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII - INITIAL BOARD OF DIRECTORS


The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The names and addresses of the directors constituting the initial Board of Directors are:


<u>Name</u>	<u>Address</u>
George A. Price	737 honeysuckle Avenue Celebration, Florida 34747
Shirley E. Price	737 Honeysuckle Avenue Celebration, Florida 34747

ARTICLE VIII - INCORPORATORS

The names and street addresses of the persons signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
George A. Price	737 Honeysuckle Avenue Celebration, Florida 34747
Shirley E. Price	737 Honeysuckle Avenue Celebration, Florida 34747

  
George A. Price, Incorporator  
and Registered Agent

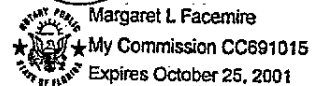
  
Shirley E. Price, Incorporator

STATE OF FLORIDA     )  
                                  )     SS.  
COUNTY OF PASCO     )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida and County of Pasco to take acknowledgements, personally appeared GEORGE A. PRICE, who is personally known to me or who has produced n/a - personally known as identification, and who executed the foregoing Articles of Incorporation of The Shirley Corporation, and he acknowledged before me that he executed the same this 31 day of August, 1998.

*Margaret L. Facemire*  
\_\_\_\_\_  
Notary Public

My Commission Expires:

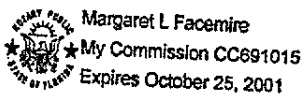


STATE OF FLORIDA     )  
                                  )     SS.  
COUNTY OF PASCO     )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida and County of Pasco to take acknowledgements, personally appeared SHIRLEY E. PRICE, who is personally known to me or who has produced n/a - personally known as identification, and who executed the foregoing Articles of Incorporation of The Shirley Corporation, and she acknowledged before me that she executed the same this 31 day of August, 1998.

*Margaret L. Facemire*  
\_\_\_\_\_  
Notary Public

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for The Shirley Corporation, at the place designated in the Articles of Incorporation, GEORGE A. PRICE agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: August 3/, 1998.

  
GEORGE A. PRICE

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA