

P98000078364

THE CLAYTON LAW FIRM, P.A.

1800 Second Street, Suite 880
Sarasota, Florida 34236

W. Andrew Clayton, Jr.
(Also Admitted in N.J. & N.Y.)
Meryl Conte Clayton
(Also Admitted in N.J.)

(941) 957-3323 Telephone
(941) 951-7702 Facsimile
Email: ClaytonLaw@aol.com

Civil Litigation
Business Disputes
Securities Arbitration

September 2, 1998

SENT VIA FEDERAL EXPRESS

300002632533--9
-09/04/98-01097-010
****122.50 ****122.50

Division of Corporations
409 East Gains Street
Tallahassee, FL 32399

ATTN: New Filing Section

Innovative Strategists, Inc.

Re: *Sherwood International, A* and *F.J. Staffing, Inc.*

To Whom it May Concern,

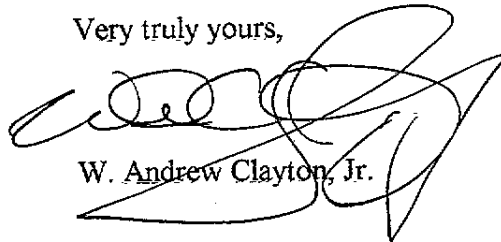
Enclosed you will find an original and one copy of Articles of Incorporation for F.J. Staffing, Inc. and ~~Sherwood International, Inc.~~ as well as two checks, each in the amount of \$122.50. Please file the Articles of Incorporation for each corporation and return a certified copy of same in the enclosed self-addressed stamped envelope.

Should you have any questions, please do not hesitate to contact me. Thank you.

EFFECTIVE DATE

9-1-98

Very truly yours,



W. Andrew Clayton, Jr.

WAC/tr
Enclosures

FILED
98 SEP -4 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Andrew Clayton, Jr. GAVE
AUTHORIZATION BY PHONE TO
CORRECT Corp Name
DATE 9-10-98
DOC. EXAM GN

GN 9-10-98

**ARTICLES OF INCORPORATION OF
SHERWOOD INTERNATIONAL INNOVATIVE STRATEGISTS, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

EFFECTIVE DATE

9-1-98

ARTICLE I

The name of the corporation ("Corporation") is Sherwood International Innovative Strategists, Inc.

ARTICLE II

The existence of the Corporation shall begin on September 1, 1998.

ARTICLE III

The Corporation may engage in any lawful business.

ARTICLE IV

The street address of the principal office of the Corporation is 1718 Main Street, Sarasota, Florida 34236.

ARTICLE V

The maximum number of shares this Corporation is authorized to issue is two hundred (200), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI

The initial street address of the Corporation's registered office is 1800 Second Street, Suite 880, Sarasota, Florida 34236. The initial registered agent for the Corporation at that address is W. Andrew Clayton, Jr.

ARTICLE VII

The initial board of directors shall consist of two members. The names and addresses of the persons who will serve on the initial board of directors are:

FILED
98 SEP -4 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

John J. Gammaro, whose address is 1713 Flower Drive, Sarasota, Florida 34239, and

Michelle G. Gammaro whose address is 1713 Flower Drive, Sarasota, Florida 34239

ARTICLE VIII

The name and street address of the person signing these articles of incorporation is John J. Gammaro whose address is the same as that indicated in Article VII herein.

ARTICLE IX

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

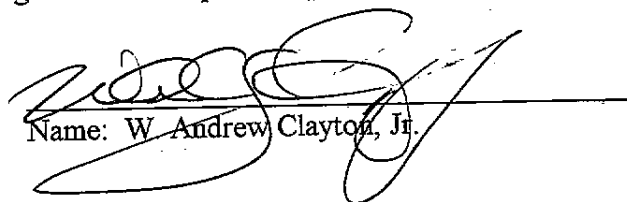
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of September, 1998.


Name: JOHN J. GAMMARO

FILED
98 SEP -4 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Sherwood International, ^ at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3). Innovative Strategists, Inc.


Name: W. Andrew Clayton, Jr.

EFFECTIVE DATE

9-1-98

Date: September 1, 1998.