

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Articles

1.) Shiftan Investment Co., Inc.
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

RECEIVED
98 OCT -1 AM 11:30
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA
FILED
98 OCT -5 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 1, 1998

CORPORATE ACCESS, INC.
1116-D THOMASVILLE RD.
TALLAHASSEE, FL 32303

SUBJECT: DACE, CORP.
Ref. Number: W98000022447

We have received your document for DACE, CORP. and your check(s) totaling \$1960.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 898A00049119

ARTICLES OF INCORPORATION

SHIFTAN INVESTMENT CO., INC.

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98 OCT -5 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME AND ADDRESS

The name of the Corporation is - SHIFTAN INVESTMENT CO., INC. / ("Corporation"). The principal and mailing address of the Corporation is 150 Bradley Place, Unit 606-T, Palm Beach, Florida 33480.

ARTICLE II. PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which a Corporation may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III. POWERS

The Corporation shall possess and may exercise all of the powers and privileges conferred on a Corporation under the laws of the State of Florida, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation or the Corporation's By-Laws.

ARTICLE IV. TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V. INCORPORATOR

The name and address of the Incorporator is FRANCES SHIFTAN, 150 Bradley Place, Unit 606-T, Palm Beach, Florida 33480.

ARTICLE VI. BOARD OF DIRECTORS

6.1. The business and affairs of this Corporation shall be managed by a Board of Directors, whose members are referred to herein as Directors.

6.2. The Directors of the Corporation shall be selected from among those individuals who have an interest and who possess the ability to participate effectively in the discharge of the responsibilities of the Board of Directors. The Directors of the Corporation shall be elected for terms and in the manner provided in the By-Laws from time to time.

6.3. The Board of Directors shall act for the Corporation and shall have the power to decide all matters relating to the conduct of the business of the Corporation.

6.4. As of the date of filing of these Articles of Incorporation, the name of the member of the Board of Directors who shall hold office until her successors are elected and have qualified as provided in the By-Laws of the Corporation then in existence, or until resignation or removal, is as follows:

**FRANCES SHIFTAN
150 Bradley Place, Unit 606-T
Palm Beach, Florida 33480**

6.5. The number of Directors of the Corporation shall be not less than 1 and the number of Directors of the Corporation may be changed from time to time as provided in the By-Laws.

6.6. Directors shall be elected, removed and hold office as provided in the By-Laws.

ARTICLE VII. **OFFICERS**

7.1. The officers of the Corporation shall include a President, a Secretary and a Treasurer. The Corporation may have additional officers, assistant officers and agents including, without limitation, one or more Vice-Presidents, all as provided in the By-Laws of the Corporation.

7.2. The officers shall be elected, hold office and be removed as provided in the By-Laws.

7.3. The officers shall have such powers and responsibilities as provided in the By-Laws of the Corporation.

ARTICLE VIII. **STOCK**

The total number of shares of all classes of stock which the Corporation shall have authority to issue is One Thousand (1,000) shares, all of which shall be common shares, no par

value. The number of authorized shares may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote.

ARTICLE IX.
REGISTERED OFFICE AND AGENT

9.1. The street address of the Registered Office of this Corporation is c/o Dunwody White & Landon, P.A., 251 S. County Road, Palm Beach, Florida 33480.

9.2. The name of the Registered Agent of this Corporation located at the address of the Registered Office is Ronald L. Fick, c/o Dunwody White & Landon, P.A., 251 S. County Road, Palm Beach, Florida 33480.

ARTICLE X.
AMENDMENT OF BY-LAWS

The power to adopt, alter, amend or repeal By-Laws for the Corporation shall be vested as provided in the By-Laws.

IN WITNESS WHEREOF, the undersigned sole incorporator has executed these Articles of Incorporation this 17 day of Aug, 1998.

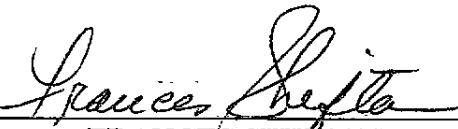

FRANCES SHIFTAN
Sole Incorporator

**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**


In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

SHIFTAN INVESTMENT CO., INC.

, as a corporation under the laws of the State of Florida, has designated Dunwody White & Landon, P.A., 251 S. County Road, Palm Beach, Florida 33480, as its Registered Office and has named Ronald L. Fick, located at that address as its Registered Agent.

By: 
FRANCES SHIFTAN
Sole Incorporator

Having been named Registered Agent for the above-referenced Corporation at the above-designated Registered Office, the undersigned hereby accepts said appointment, and states that he is familiar with and accepts the obligations of a registered agent under Florida law and agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, relative to keeping open the registered office.



Ronald L. Fick
Registered Agent

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