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FLORIDA DIVISION OF CORPORATIONS
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FAX #:

FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: JOSE MOJICA
PHONE: (212) 431-5000

FAX #:

(212) 431-1441

NAME: SHEPPARD SOUND & SECURITY, INC.

AUDIT NUMBER.....H98000019657

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

CERT. OF STATUS..0

PAGES..... 2

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[Signature]

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ARTICLES OF INCORPORATION
OF
SHEPPARD SOUND & SECURITY, INC.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is SHEPPARD SOUND & SECURITY.
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 200 COMMON shares no par value.
5. The principal address and mailing address of the corporation will be 7205 Linger Lodge, #200, Bradenton, FL 34202 and the name of its initial registered agent at such address is Mark Sheppard.
6. The name and address of the sole incorporator is:
RICHARD EWING, c/o BlumbergExcelsior Corporate Services, Inc.,
62 White Street, New York, NY 10013.

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 10/19/98

Blumberg Excelsior, Inc.
62 White St.
New York, NY 10013
800-221-2972



RICHARD EWING
Sole Incorporator

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ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, do hereby accept appointment
as Registered Agent of SHEPPARD SOUND & SECURITY, INC.,
the within-named corporation.

Dated:


MARK SHEPPARD

Blumberg Excelsior, Inc.
62 White St.
New York, NY 10013
800-221-2972

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