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SANDRA M. FERNANDEZ
13156 NW 7TH AVENUE
NORTH MIAMI, FLORIDA 33168
NOVEMBER 17, 1998
305-688-9004

The Honorable Sandra B. Mortham
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****87.50 *****87.50

Dear Honorable Sandra B. Mortham:

Enclosed is a check written in the amount of \$87.50 to cover the Filing Fee, Designation of Registered Agent, Certificate of Status and provide for certified copies of the articles of incorporation for SHEROS & ASSOCIATES, INC.

Please have a member of your staff prepare the appropriate documents.

Thank you.

Sincerely,


Sandra M. Fernandez

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ARTICLES OF INCORPORATION

OF

SHEROS & ASSOCIATES, INC.

ARTICLE ONE

The name of the corporation is **SHEROS & ASSOCIATES, INC.**

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which a corporation may be incorporated under Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is 1000 of the par value of one Dollar (\$1.00) each.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of the shares consideration of the value of \$5,000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The principle office and place of business of this corporation shall be the same as the initial registered office. The street address of its initial registered office is: 13156 N.W. 7th Avenue, North Miami, Florida 33168 and the name of its initial registered agent at such address is Sandra M. Fernandez.

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors is three (3), and the names and address of the persons or persons who are to serve as director until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Sandra M. Fernandez
Abraham Fernandez
Ines Fernandez

8746 Miramar Boulevard, Miramar, Florida 33025
8746 Miramar Boulevard, Miramar, Florida 33025
563 NW 83rd Street, Miami, Florida 33150

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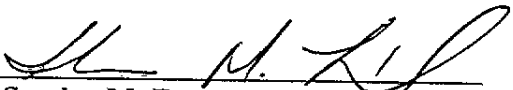
ARTICLE EIGHT

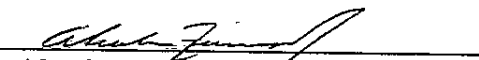
The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of each incorporator is:

Sandra M. Fernandez	8746 Miramar Boulevard, Miramar, Florida 33025
Abraham Fernandez	8746 Miramar Boulevard, Miramar, Florida 33025
Ines Fernandez	563 NW 83rd Street, Miami, Florida 33150


Sandra M. Fernandez, Incorporator


Abraham Fernandez, Incorporator


Ines Fernandez, Incorporator

CERTIFICATE OF REGISTERED AGENT

The undersigned, SANDRA M. FERNANDEZ, does hereby certify that she is the Registered Agent for SHEROS & ASSOCIATES, INC., a Florida Corporation, with its registered office at:

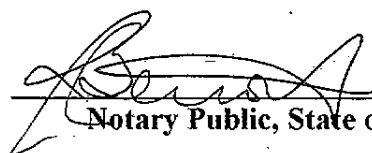
13156 NW 7th Avenue, North Miami, Florida 33168


SANDRA M. FERNANDEZ, Registered
Agent for SHEROS & ASSOCIATES, INC.

STATE OF FLORIDA)
 ss
COUNTY OF DADE)

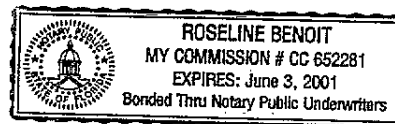
BEFORE ME, the undersigned authority, this day personally appeared SANDRA M. FERNANDEZ, who being duly sworn, on oath deposes and says that he is the person who has executed the above acceptance as registered agent for SHEROS & ASSOCIATES, INC., with registered office as aforesaid, for the purpose therein set forth.

SWORN TO AND SUBSCRIBED BEFORE ME, at Miami, Dade County, Florida,
this 22nd day of December, 1998.


Notary Public, State of Florida

My Commission Expires:

STATE OF FLORIDA)
 ss
COUNTY OF DADE)



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