

P99000002289



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 089069 4303929

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 78.75

ORDER DATE : January 6, 1999

ORDER TIME : 11:49 AM

ORDER NO. : 089069-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Jazmine Roman
GREENBERG TRAUIG
GREENBERG TRAUIG
1221 Brickell Avenue
20th Floor
Miami, FL 33131

900002732009--3

DOMESTIC FILING

NAME: ~~SHEPHERD HOLDINGS, INC~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

2549
W99-365

CP 1/8/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -6 PM 1:33

NOTICE OF INCORPORATION

99 JAN -6 PM 12:26



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -6 PM 1:33

January 6, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: SHEPHERD HOLDINGS, INC.
Ref. Number: W99000000365

RESUBMIT

Please give original
to the Division of Corporations file date.

We have received your document for SHEPHERD HOLDINGS, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 799A00000677

RECEIVED
99 JAN -6 PM 9:53
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF**

SHEPHERD FAMILY HOLDINGS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -6 PM 1:33

ARTICLE I

The name of the corporation is SHEPHERD FAMILY HOLDINGS, INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 7135 Wood Creek Drive, Sarasota, Florida 34231.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 7135 Wood Creek Drive, City of Sarasota, County of Sarasota, State of Florida 34231, and the name of its initial registered agent at such office is Alice Calhoun Smith.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the

initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Alice Calhoun Smith
7135 Wood Creek Drive
Sarasota, Florida 34231

ARTICLE VII

The name of the Incorporator is Alice Calhoun Smith and the address of the Incorporator is 7135 Wood Creek Drive, Sarasota, Florida 34231.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 31st day of December, 1998.


Alice Calhoun Smith - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of SHEPHERD FAMILY HOLDINGS, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Alice Calhoun Smith - Registered Agent

Dated: December 31, 1998

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