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Law Offices of
Jeffrey R. Eisensmith, P.A.

ONE FINANCIAL PLAZA
SUITE 1610
FT. LAUDERDALE, FL 33394

TELEPHONE (954) 523-7601
TELEFAX (954) 462-0140

February 1, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/03/99-01031-015
****122.50 ****78.75

RE: THE R. W. SCHARF COMPANIES, INC.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for THE R. W. SCHARF COMPANIES, along with our check in the amount of \$122.50 representing the appropriate filing fee. Upon filing the enclosed Articles of Incorporation, please furnish this office with a copy of same.

Very truly yours,

JEFFREY R. EISENSMITH

JRE:lm
Encl.

FILED
99 FEB -3 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W99-2979
SD
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ARTICLES OF INCORPORATION OF
THE R. W. SCHARF COMPANIES, INC.

ARTICLE I
CORPORATE NAME

The name of the corporation is THE R. W. SCHARF COMPANIES, INC.

ARTICLE II
DURATION

This corporation shall be perpetual existence commencing on the date of the filing of the Articles of Incorporation by the Department of State.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of one dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V
SHAREHOLDER'S RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offer to others.

ARTICLE VI
INITIAL REGISTERED AGENT
INITIAL REGISTERED OFFICE

This corporation's initial registered agent and registered office in the State of Florida is Randolph Scharf, 1538 NW 23rd Avenue, Fort Lauderdale, Florida 33311.

ARTICLE VII
CORPORATE ADDRESS

This corporation's initial address is 1538 NW 23rd Avenue, Fort Lauderdale, Florida 33311.

ARTICLE VIII
DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names of the initial directors of this corporation are Randolph Scharf and Debra Scharf, 1538 NW 23rd Avenue, Fort Lauderdale, Florida 33311.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles are Randolph Scharf, 1538 NW 23rd Avenue, Fort Lauderdale, Florida 33311.

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ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI
AMENDMENTS TO BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE XII
CORPORATE POWERS

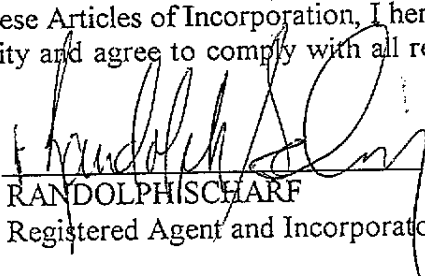
This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIII
INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named initial registered agent to accept service of process on the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.


RANDOLPH SCHARF
Registered Agent and Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

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CLERK OF STATE
TALLAHASSEE, FLORIDA


BEFORE ME, the undersigned authority personally appeared RANDOLPH SCHARF, who is personally known to me or who produced _____ as identification, and who did/did not take an oath, and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this 27 day of

January, 1999.


Notary Public

My Commission Expires:

 Debra J Scharf
My Commission CC801138
Expires January 10, 2003