

LAW OFFICES  
**ROBERT W. STEWART, P.A.**

999 BRICKELL AVENUE

SUITE 1006

MIAMI, FLORIDA 33131

E-MAIL: RWSPA@DIALISDN.COM

TELEPHONE: (305) 358-7272  
TELECOPIER: (305) 358-7755

ADMITTED  
FLORIDA AND DISTRICT OF  
COLUMBIA

**P99000050962**

May 28, 1999

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

VIA FEDERAL EXPRESS

RE: **Shirland Enterprises, Inc.**

000002891480--2  
-06/01/99-01136--017  
\*\*\*\*122.50 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed for filing please find:

1. Two Original counterparts of the Articles of Incorporation of the above-referenced corporation;
2. A check in the amount of One Hundred Twenty-Two Dollars and 50/100 (\$122.50), payable to the Secretary of State, representing the following:

Filing Fee	\$ 35.00
Certified Copy Fee	\$ 52.50
Resident Agent Fee	\$ <u>35.00</u>

**TOTAL** \$122.50

Once the original Articles have been filed, kindly forward the certified copy to this office in the self-addressed stamped envelope provided herewith for your convenience.

If I may be of any further assistance in regard to the aforementioned, please feel free to contact our office.

Sincerely,



Claire M. Scott,  
Legal Assistant

**FILED**  
99 JUN -1 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
T. SMITH JUN 01 1999

**ARTICLES OF INCORPORATION**  
**OF**  
**SHIRLAND ENTERPRISES, INC.**

The undersigned, being the incorporator hereinafter named, hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida.

**Article I.**

**CORPORATE NAME**

The name of the corporation shall be Shirland Enterprises, Inc.

**Article II.**

**MAILING ADDRESS**

The mailing address of the corporation shall be 247 Greco Avenue, Coral Gables, Florida 33146.

**Article III.**

**AUTHORIZED SHARES**

The number of shares the corporation is authorized to issue shall be 10,000 shares with a par value of \$1.00 per share.

**Article IV.**

**CLASSES OF SHARES**

The corporation is authorized to issue one class of shares that together shall have unlimited voting rights and shall be entitled to receive the net assets of the corporation upon dissolution.

**FILED**  
**99 JUN -1 AM 11:12**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**Article V.**

**PREFERENCES**

The board of directors shall not have any authority to establish any series of shares or to fix or determine any preferences, limitations or relative rights of shares issued by the corporation.

**Article VI.**

**PREEMPTIVE RIGHTS**

The shareholders of the corporation shall not have a preemptive right to acquire the unissued shares of the corporation.

**Article VII.**

**INITIAL REGISTERED OFFICE**

The street address of the initial registered office of the corporation is 999 Brickell Avenue, Suite 1006, Miami, Florida 33131. The initial registered agent at that office is Robert W. Stewart, P.A.

**Article VIII.**

**INCORPORATORS**

The name and address of the incorporator is:

Victor E. Clarke  
247 Greco Avenue  
Coral Gables, Florida 33146

**Article IX.**

**DIRECTORS**

The name and address of the individual who is to serve as the initial director is:

Victor E. Clarke  
247 Greco Avenue  
Coral Gables, Florida 33146

**Article X.**

**PURPOSE**

The purpose of the corporation shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

**Article XI.**

**INDEMNIFICATION**

The corporation shall indemnify all directors, officers, employees or agents who are parties to any proceeding (other than an action by, or in the right of, the corporation) by reason of the fact that they are or were a director, officer, employee or agent of the corporation to the full extent permitted by Fla. Stat. 607.0850.

**Article XII.**

**BY LAWS**

The power to adopt, alter amend or repeal by-laws is reserved to the shareholders of the corporation.

**Article XIII.**

**RESTRICTIONS ON TRANSFER OF SHARES**

Any transfer of shares of the corporation shall obligate the shareholder first to offer the corporation and the other shareholders, consecutively, an opportunity to acquire the shares proposed for transfer.

**Article XIV.**

**EFFECTIVE DATE**

The existence of the corporation shall begin on the date of execution of these Articles of Incorporation.

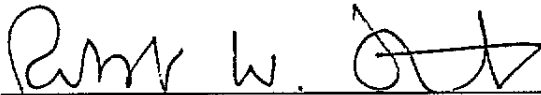
In witness whereof this instrument has been executed the 27th day of May, 1999.



VICTOR E. CLARKE, Incorporator

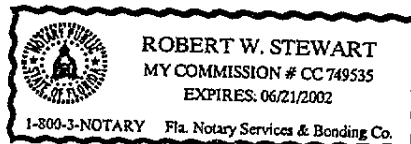
STATE OF FLORIDA                     )  
  )SS:  
COUNTY OF MIAMI-DADE         )

The foregoing instrument was acknowledged before me this 27<sup>TH</sup> day of May, 1999 by VICTOR E. CLARKE, who is personally known to me and who did take an oath.



NOTARY PUBLIC, State of Florida at Large

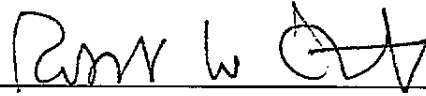
My Commission Expires:



**REGISTERED AGENT ACKNOWLEDGEMENT**

The undersigned hereby accepts appointment as registered agent for the above corporation and affirms that he is familiar with, and accepts, the obligations of that position.

ROBERT W. STEWART, P.A.

A handwritten signature in black ink, appearing to read "Robert W. Stewart", written over a horizontal line.

ROBERT W. STEWART, President  
Registered Agent

FILED

99 JUN -1 AM 11:12

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA