

P99000096690

KEELEY, HAYES, DUDLEY, CAPPELLER & MEEKER
A Partnership of Professional Associations
Attorneys at Law

Peninsula Plaza
2424 North Federal Highway, Suite 314
Boca Raton, Florida 33431

John M. Cappeller, Jr., P.A.

Telephone: 561-392-4300
Facsimile: 561-392-4409

October 27, 1999

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

300003030533--5

-11/01/99-01080-003

122.50 **78.75

Re: Filing Articles of Incorporation for SHA CONSULTING, INC.

Dear Division:

Enclosed for filing please find Articles of Incorporation for the above referenced corporation. Also enclosed please find my firm's trust account check in the amount of \$122.50, the required filing fee.

Please forward the copy to my office and if further information is needed please do not hesitate to contact me.

Very truly yours,

JOHN M. CAPPELLER, JR., P.A.


John M. Cappeller, Jr.

JMC/dr
Enclosures

FILED
99 NOV -1 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-3
we

ARTICLES OF INCORPORATION
OF
SHA CONSULTING, INC.

FILED
99 NOV -1 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is SHA CONSULTING, INC.

ARTICLE II

The existence of the Corporation shall begin upon the filing of these Articles of Incorporation.

ARTICLE III

The street address of the principal office of the Corporation is 350 Camino Gardens Blvd., Suite 300, Boca Raton, Florida 33432

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1000, par value \$.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 350 Camino Gardens Blvd., Suite 300, Boca Raton, Florida 33432. The initial registered agent for the Corporation is John M. Cappeller, Jr. at 350 Camino Gardens Blvd., Suite 303, Boca Raton, Florida 33432.

ARTICLE VI

The initial board of directors shall consist of one (1) member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors is:

Name	Address
Scott H. Adams	350 Camino Gardens Blvd. Suite 300 Boca Raton, Florida 33432

ARTICLE VII

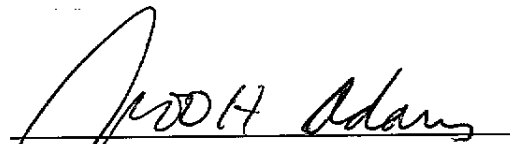
The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
Scott H. Adams	350 Camino Gardens Blvd. Suite 300 Boca Raton, Florida 33432

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on the 22 day of October, 1999.



Scott H. Adams

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for SHA CONSULTING, INC., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



John M. Cappeller, Jr.