

LAW OFFICES OF

John W. Case, Esquire

ATTORNEY AND COUNSELOR AT LAW

2900 EAST OAKLAND PARK BOULEVARD

THIRD FLOOR

FORT LAUDERDALE, FLORIDA 33306

TELEPHONE: (954) 564-0550

FAX: (954) 564-8666

NEW FAX NUMBER
564-877-0000

700003065377-1
-12/09/99--01056--011
*****78.75 *****78.75

November 29, 1999

Corporate Records Bureau

Division of Corporations

Department of State

Post Office Box 6327

Tallahassee, FL 32301

EFFECTIVE DATE

12-2-99

Re: SHANE WILLIAMS, Inc.

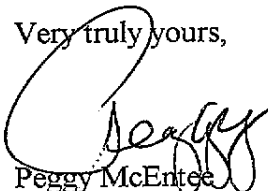
Dear Sir:

Enclosed please find an original and copy of the Articles of Incorporation of the captioned company, together with a Resident Agent form and our check #9691 in the amount of \$ 78.75 representing payment of the following:

Filing Fee:	\$ 35.00
Certified Copy of Charter	8.75
Resident Agent Certificate	35.00

TOTAL \$ 78.75

Very truly yours,



Peggy McEntee
Legal Assistant

Enclosure(s)

FILED
1999 DEC -9 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Peggy M. GAVE
AUTHORIZATION BY PHONE TO
CORRECT II
DATE 12-13-99
OGC. EXAM GH

A. Howell DEC 13 1999

FILED

1999 DEC -9 AM 10: 06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

EFFECTIVE DATE
12-2-99

SHANE WILLIAMS, Inc.

ARTICLE I - NAME - LOCATION

The name of this corporation is **SHANE WILLIAMS, Inc.**, located at 1290 East Oakland Park Boulevard, Suite 102, Fort Lauderdale, Florida 33334.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on December 2, 1999.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of ONE DOLLAR (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V - PREEMPTIVE 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 offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

1290 East Oakland Park Boulevard, Suite 102
Fort Lauderdale, Florida 33334

and the name of the initial registered agent of this corporation at that address is:

David Lilly

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

NAME

ADDRESS

JOHN FLANAGAN

1290 East Oakland Park Boulevard, Suite 102
Fort Lauderdale, Florida 33334

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

NAME

ADDRESS

JOHN FLANAGAN

1290 East Oakland Park Boulevard, Suite 102
Fort Lauderdale, Florida 33334

ARTICLE IX - AMENDMENT

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

ARTICLE X - QUALIFICATION UNDER SECTION 1244

This corporation shall qualify under Section 1244 of the Internal Revenue Code and Regulations issued thereunder, and the plan to issue Section 1244 stock shall be adopted by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 29th day of November, 1999.


JOHN FLANAGAN

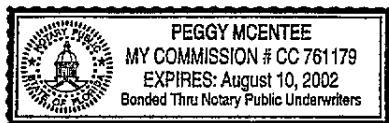
STATE OF FLORIDA)
COUNTY OF BROWARD)(

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JOHN FLANAGAN known to me, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County last aforesaid this 29th day of November, 1999.


Peggy McEntee
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of the Florida Corporation Act relative to keeping said office open.


DAVID LILLY, Registered Agent

PREPARED BY:
JOHN W. CASE, ESQUIRE
2900 EAST OAKLAND PARK BOULEVARD, THIRD FLOOR
FORT LAUDERDALE, FL 33306
(954) 564-0550

FILED
1999 DEC -9 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA