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ATTORNEYS AT LAW

BARRY J. FULLER
Member Florida and California Bars
GLENN A. TAYLOR
Member Florida and Hawaii Bars
Certified Public Accountant, Florida and Hawaii
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Certified Civil Trial Attorney

THE OFFICE PAVILION
2301 PARK AVENUE, SUITE 404
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June 27, 2000

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

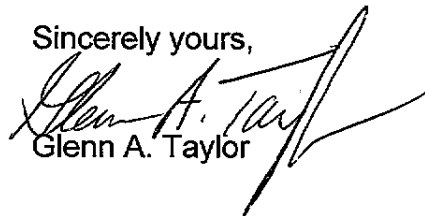
Re: Articles of Incorporation of **THE SPIEGLE GROUP, INC.**

Dear Sir:

Enclosed herewith for filing please find original and one copy of Articles of Incorporation as referenced above, together with a check for the \$70.00 filing fee. Please furnish a receipt and copy of the Articles of Incorporation as filed.

Your assistance is appreciated. If you have any questions, please don't hesitate in contacting me.

Sincerely yours,


Glenn A. Taylor

GAT/mag

Enclosures

FILED
00 JUN 30 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FL 32314

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WCC

FILED
00 JUN 30 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE SPIEGLE GROUP, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**FIRST
NAME**

The name of the corporation is: **THE SPIEGLE GROUP, INC.**

**SECOND
DURATION**

The period of duration of the corporation is perpetual.

**THIRD
PURPOSE**

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

**FOURTH
SHARES**

The maximum number of shares that the Corporation is authorized to have outstanding is 10,000 shares of common stock having a par value of \$1.00 per share.

**FIFTH
PRINCIPAL OFFICE**

The street address of the initial principal office in Florida of the corporation is 4101 Saddlehorn Trail, Middleburg, Florida 32068.

**SIXTH
REGISTERED OFFICE AND AGENT**

The street address in Florida of the initial registered office of the corporation is 2301 Park Avenue, #404, Orange Park, FL 32073, and the name of the initial registered agent at such address is Glenn A. Taylor.

**SEVENTH
INITIAL INCORPORATOR**

The name and address of the initial incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
GLENN A. TAYLOR	2301 Park Avenue, #404 Orange Park, Florida 32073

**EIGHTH
PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common

stock currently authorized and issued.

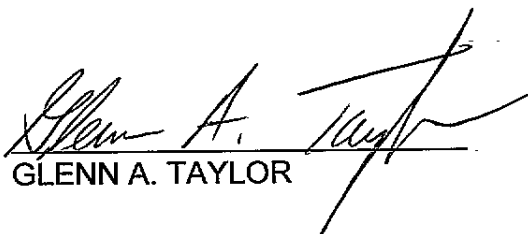
**NINTH
CUMULATIVE VOTING**

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or as Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

**TENTH
AMENDMENTS TO ARTICLES**

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders meeting, with not less than a unanimous vote of the common stock.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Orange Park, Clay County, Florida this 27 day of June, 2000.



GLENN A. TAYLOR

**STATE OF FLORIDA
COUNTY OF CLAY**

Before me, the undersigned authority, personally appeared GLENN A. TAYLOR, who is known to be the person described in and who subscribed the above Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that

he made and subscribed the same for the uses and purposes described therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 27th day of June, 2000, in the County and State aforesaid.

Delama V. Willis
NOTARY PUBLIC
My Commission Expires:



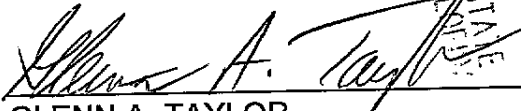
DELAMA V. WILLIS
Notary Public, State of Florida
My comm. expires May 31, 2004
Comm. No. CC 931736

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

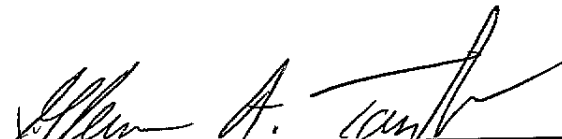
1. The name of the corporation is: **THE SPIEGLE GROUP, INC.**. The name and address of the registered agent and office is:

GLENN A. TAYLOR, Esq.
2301 Park Avenue, #404
Orange Park, FL 32073


GLENN A. TAYLOR
Incorporator
Date: June 27, 2000

FILED
00 JUN 30 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


GLENN A. TAYLOR
Date: June 27, 2000