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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

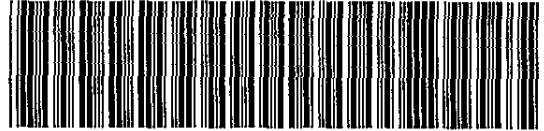
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CLERK OF STATE
TALLAHASSEE, FLORIDA

303A 10099

FEB 10 2003

TRANSMITTAL LETTER

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

RE: Spencer Financial, Inc.

Enclosed are the articles incorporation and a check for:

\$ 35.00 filing fee for articles of organization.
35.00 designation of registered agent.
\$ 70.00 total

Marc Lovinger
207 W Cayuga St.
Tampa, FL 33603
813.238.2500

ARTICLES OF INCORPORATION
OF
SPENCER FINANCIAL, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be: Spencer Financial, Inc.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
207 W Cayuga St. Tampa, FL 33603

ARTICLE III

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Hundred (100) Shares.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

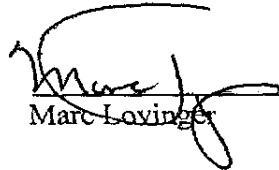
The name and address of the initial registered agent is: Marc Lovinger, of
207 W Cayuga St. Tampa, FL 33603

ARTICLE V

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:
Marc Lovinger, of 207 W Cayuga St. Tampa, FL 33603

The undersigned incorporator has executed these Articles of Incorporation
this 31st day of January, 2003.



Marc Lovinger

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 FEB 10 AM 5:08

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TO: DIVISION OF CORPORATIONS, 409 E. GAINES. TALLAHASSEE, FL. 32399

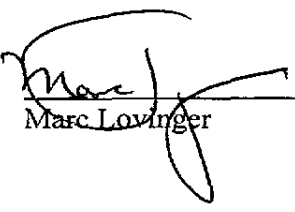
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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: Spencer Financial, Inc.
2. The name and address of the registered agent and office is:

Marc Lovinger
207 W Cayuga St.
Tampa, FL 33603

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 my duties, and I am familiar with, and accept the obligations of my position
as registered agent.



Marc Lovinger

1/31/03

Date

03 FEB 10 AM 5: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED