

10L-31 96 T 11 40 AM

P96000063807

TRM 8K96 FLORIDA DIVISION OF CORPORATIONS
 11:40 PM PUBLIC ACCESS SYSTEM (((H96000010524))) ELECTRONIC FILING COVER
 SHEET TO: DIVISION OF CORPORATIONS FROM: FILINGS, INC. DEPARTMENT OF
 STATE 3732 NW 16TH ST STATE OF FLORIDA 409 EAST GAINES STREET
 FT LAUDERDALE FL 33311- TALLAHASSEE, FL 32399 CONTACT: TERESA ROMAN
 FAX: (904) 922-4000 PHONE: (904) 385-6735 FAX: (904) 385-6761
 (((H96000010524))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: SPENCE PROPERTIES, INC. FAX AUDIT NUMBER: H96000010524 CURRENT
 STATUS: REQUESTED DATE REQUESTED: 07/30/1996 TIME REQUESTED:
 13:08:51 CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0 NUMBER OF
 PAGES: 9 METHOD OF DELIVERY: MAIL ESTIMATED CHARGE: \$70.00
 ACCOUNT NUMBER: 072720000101 Note: Please print this page and use it as a cover
 sheet when submitting documents to the Division of Corporations. Your document
 cannot be processed without the information contained on this page. Remember to
 type the Fax Audit number on the top and bottom of all pages of the document.
 (((H96000010524))) ** ENTER 'M' FOR MENU. **

How for pick up

FILED
 96 JUL 30 PM 5 01
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

[Signature]
 7/30

RECEIVED
 55 JUL 30 PM 2:54
 DIVISION OF CORPORATIONS

JUL-30-96 TUE 11:41 AM

H960000010524

P.12

FILED
65 JUL 30 PM 5:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
SPENCE PROPERTIES, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under the laws of the State of Florida - Chapter 607, Florida Statutes.

ARTICLE 1 - CORPORATE NAME

The name of the corporation is SPENCE PROPERTIES, INC.

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

The general nature of the business to be transacted by this corporation is: to manufacture, purchase, or otherwise acquire and hold, to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description, except that it is not to conduct a safe deposit, trust, surety, express, railroad, canal, telegraph or cemetery company, a cooperative association, fraternal benefit society, state fair or exposition.

PREPARED BY: ARTHUR M. WOLFF, ESQUIRE (The Florida Bar #93191)
3045 North Federal Highway, Fort Lauderdale, FL 33306
(Mailing: P.O. Box 11875, Ft. Lauderdale, FL 33339)
Telephone: 954/564-6461 Telefax: 954/564-6469

H960000010524

196000010524

ARTICLE 3 - PRINCIPAL OFFICE

The address of the initial principal office of this Corporation is 440 N. W. 43rd Avenue, Plantation, Broward County, Florida 33317, and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the Incorporator of this Corporation is: DAPHNE GREARY SPENCE, 440 N. W. 43rd Avenue, Plantation, Broward County, Florida 33317.

ARTICLE 5 - CORPORATE OFFICERS

The initial President of this Corporation shall be DAPHNE GREARY SPENCE, whose address is 440 N. W. 43rd Avenue, Plantation, Broward County, Florida 33317.

The initial Vice-President of this Corporation shall be ANTHONY SPENCE, whose address is 440 N. W. 43rd Avenue, Plantation, Broward County, Florida 33317.

The initial Secretary/Treasurer of this Corporation shall be SAMUEL SPENCE, whose address is 440 N. W. 43rd Avenue, Plantation, Broward County, Florida 33317.

ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares which this Corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock, each share having the par value of One Dollar (\$1.00).

196000010524

H96000010524

6.2 The name and address of each subscriber to these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration is:

DAFINE CREARY SPENCER, ANTHONY SPENCER, and SAMUEL SPENCER, as joint tenants with the right of survivorship and not as tenants in common, 440 N. W. 43rd Avenue, Plantation, Florida 33317; 100 shares at \$1.00 per share - value of consideration is \$100.00.

6.3 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right which the Board of Directors may deem advisable in connection with such issuance.

6.4 In accordance with Florida Statutes, §607.0630, it is expressly provided herein that the shareholders of this Corporation shall have pre-emptive rights in any new stock of the same kind, class or series as that which they already hold and they shall have the right to purchase their 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, which price in the case of par value shares may be in excess of par.

6.5 The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of

H96000010524

11960000/0524

Directors may deem advisable, subject to restrictions or limitations, if any, as may be set forth in the By-Laws of the Corporation.

6.6 The Board of Directors of the Corporation may, by Articles supplementary, classify or re-classify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

6.7 It is the intention of these Articles that the Directors shall sell the capital stock of this corporation in accordance with the conditions of Section 1242-1244, inclusive, of the Internal Revenue Code.

ARTICLE 7 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

7.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

7.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of the other shareholders of this Corporation shall take any action, or make any transfer or other disposition of

4

11960000/0524

4960000/0524

the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

7.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 8 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 9 - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 10 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable

4960000/0524

MSL000010624

or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 11 - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this Corporation is 440 N. W. 43rd Avenue, Plantation, Broward County, Florida 33317. The name and address of the initial registered agent of this Corporation is: DAPHNE CREAMY SPENCE, 440 N. W. 43rd Avenue, Plantation, Broward County, Florida 33317.

ARTICLE 12 - BY-LAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the By-Laws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the By-Laws.

ARTICLE 13 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 14 - AMENDMENT

The Corporation reserves the right to amend, alter,

MSL000010624

HP60000/0527

change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I, DAPHNE CREAMY SPENCE, have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 25 day of July, 1996.

By: *Daphne Creamy Spence* (seal)
 DAPHNE CREAMY SPENCE, Incorporator

STATE OF FLORIDA :
 : SS.
 COUNTY OF BROWARD :

I HEREBY CERTIFY that on this _____ day of July, 1996, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, DAPHNE CREAMY SPENCE, to me well known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation of SPENCE PROPERTIES, INC., and who produced her Florida Driver's License as here identification, or is personally known by me, and who acknowledged before me that he subscribed to those Articles of Incorporation, and who did take an oath, and who acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Fort Lauderdale, Broward County, Florida, this 25 day of July, 1996.

HP60000/0524

JUL-30-96 TUE 11:45 AM

P. 19

H96000019524

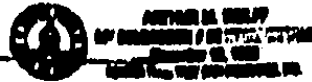


 NOTARY PUBLIC, STATE OF FLORIDA

 NAME

Personally known
 OR
 Produced Identification _____

Type of I.D. produced _____



corp\depence.art

8

H96000019524

1760000/0524

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of §607.0501 or §617.0501, Florida Statutes, the undersigned corporation, SPENCE PROPERTIES, INC., organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent and the Registered Office in the State of Florida.

1. The name of the corporation is: SPENCE PROPERTIES, INC.
2. The name and address of the corporation's Registered Agent and Registered Office is:
 DAPHNE CREAMY SPENCE
 440 N. W. 43rd Avenue
 Plantation, Broward County, Florida 33317

FILED
6 JUL 30 PM 5 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as Registered Agent and to accept service of process for the above-referenced 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.

Dated this 25 day of July, 1996.

Daphne Creamy Spence
DAPHNE CREAMY SPENCE

1760000/0524