

F9500005946
SPENCER HOLDING COMPANY
7402 N. 56TH ST. STE. 906
TAMPA, FLORIDA 33617

NOVEMBER 17, 1995

**DEPARTMENT OF STATE
CORPORATE RECORDS
P.O. BOX 6327
TALLAHASSEE, FL. 32314**

DEAR SECRETARY OF STATE:

300001653289
-12/05/95--01064--023
*******70.00 *****70.00**

Enclosed please find our application by Foreign Corporation for Authorization to transact business in Florida.

Also included is our current Certificate of Good Standing from the State of Delaware evidencing its corporate existence, and the Articles of Incorporation.

And our check in the amount of \$70.00 for the Filing Fees and for the Register Agent Designation.

All the Department of State communication should be forwarded to the company's Chairman:

**SPENCER HOLDING COMPANY
7402 N. 56TH ST. STE. 906
TAMPA, FL. 33617**

Thank you for your attention into this matter.

Truly yours,

SPENCER HOLDING COMPANY

Sonji Coney
**Sonji Coney
President**

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. **SPENCER HOLDING COMPANY**
(Name of corporation: the word "INCORPORATED," "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. **STATE OF DELAWARE**
(State or country under the law of which it is incorporated)
3. **OCTOBER 20, 1995** _____ 4. **PERPETUAL** _____
(Date of Incorporation) (Duration)
5. **APPLIED FOR IT**
(Federal Employer Identification number, if applicable)
6. **NOVEMBER 16, 1995**
(Date first transacted business in Florida. See Sections 607.1501, 607.1502, and 817.155, F.S.)
7. **7402 N. 56TH ST. STE. 906 TAMPA, FLORIDA 33617**
(Address)
8. The corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.
(Brief description of the nature of the business in which it is engaged in the state of Florida)
9. Name and addresses of officers and or directors:

A. DIRECTORS:

Chairman: **SONJI CONEY**
Address: **7402 N. 56TH ST. STE. 906
TAMPA, FL. 33617**
Vice Chairman:
Address:

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11. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature: 

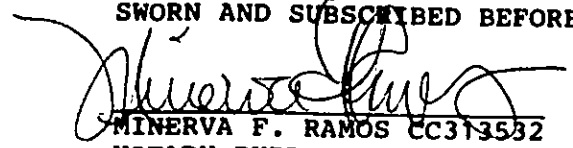
12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

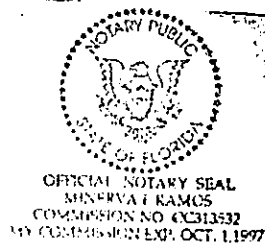
14. **SONJI CONEY - PRESIDENT**
(Name and capacity of person signing application)

HILLSBOROUGH COUNTY
STATE OF FLORIDA

SWORN AND SUBSCRIBED BEFORE ME THIS 17TH DAY OF NOVEMBER, A.D. 1995.


MINERVA F. RAMOS CC313532
NOTARY PUBLIC FOR THE
STATE OF FLORIDA

COMMISSION EXPIRES: OCT. 1, 1997



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Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS:

President: **SONJI CONEY**

Address: **7402 N. 56TH ST. STE. 906**
TAMPA, FL. 33617

Vice President: _____

Address: _____

Secretary/Tre.: _____

Address: _____

Treasurer: _____

Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: **JOSE S. RAMOS, M.B.A.**

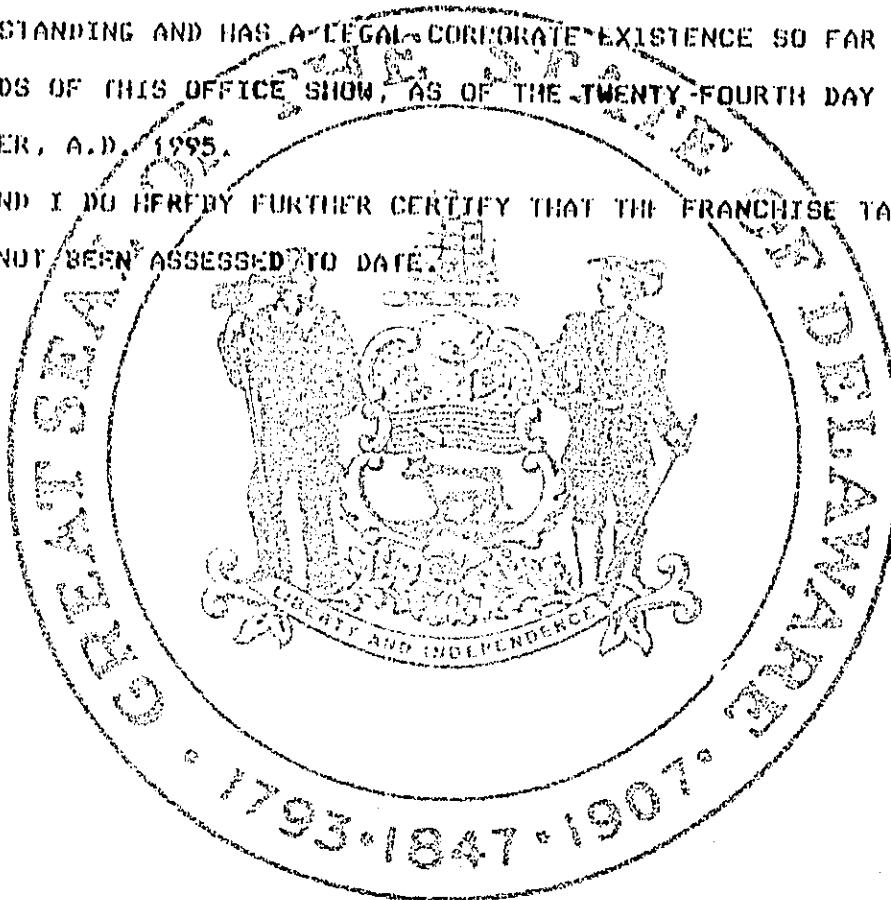
Office Address: **7402 N. 56TH ST. STE. 906**

TAMPA Florida 33617

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPENCER HOLDING COMPANY" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7685317

DATE: 10-24-95