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December 27, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: SPERRY, INC.

800003084318--1
-12/30/99-01049-006
*****70.00 *****70.00

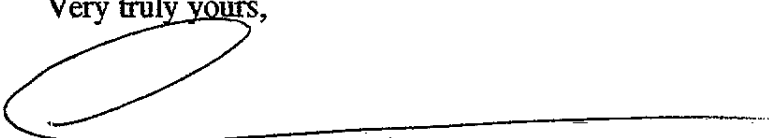
Dear Sir:

Enclosed please find original and one (1) copy of Articles of Incorporation and Acceptance of Designation of Registered Agent regarding the above. I have enclosed my check in the amount of \$70.00 representing payment of your filing fees.

Please process and return to my office a recorded copy of the Articles of Incorporation

Thank you.

Very truly yours,


Louis Giovachino, Esq.

enclosure

FILED
99 DEC 29 AM 10:03
CLERK OF STATE
TALLAHASSEE, FLORIDA

T. Burch JAN 6 2000

ARTICLES OF INCORPORATION
OF
SPERRY, INC.

FILED
99 DEC 29 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be SPERRY, INC. The principal place of business of this corporation shall be 1207 Bayview Circle, Weston, Florida 33326.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITOL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1 par value per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 1207 Bayview Circle, Weston, Florida 33326, and the name of the initial registered agent of the corporation at that address is JAMES SPERRY.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - DIRECTORS

This corporation shall have two directors, initially. The names and street addresses of the initial members of the Board of Directors are:

JAMES SPERRY	1207 Bayview Circle Weston, Florida 33326
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NELVA SPERRY	1207 Bayview Circle Weston, Florida 33326
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ARTICLE VII - OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

JAMES SPERRY	1207 Bayview Circle
President/Treasurer	Weston, Florida 33326

NELVA SPERRY	1207 Bayview Circle
Vice President/Secretary	Weston, Florida 33326

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

JAMES SPERRY
1207 Bayview Circle
Weston, Florida 33326

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 13
day of DECEMBER, 1999.

BY: _____

JAMES SPERRY

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me by JAMES SPERRY this

13 day of December, 1999.

Notary Public, State of Florida

My commission expires:



Louis Giovachino
My Commission CC838208
Expires July 8, 2003

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned hereby accepts designation as registered agent for SPERRY, INC.

DATED: 12/13/99

JAMES SPERRY