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**FILED**  
00 FEB 17 AM 10:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 14, 2000

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

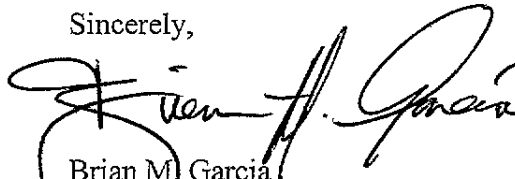
**Re: SPI Resources, Inc.  
Articles of Incorporation**

700003138357--6  
-02/17/00--01040--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

To whom it may concern:

Enclosed is an original and one (1) copy of the Articles of Incorporation of SPI Resources, Inc. and a check in the amount of \$78.75. Should you have any questions, please call (305) 982-5699.

Sincerely,

  
Brian M. Garcia

BMG/ptv

MI475621;1

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**ARTICLES OF INCORPORATION**  
**OF**  
**SPI RESOURCES, INC.**

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**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned Incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**  
**NAME**

The name of the corporation is SPI Resources, Inc. (the "Corporation").

**ARTICLE II**  
**STREET ADDRESS**

The street address of the Corporation is 329 Mallard Road, Weston, Florida 33327.

**ARTICLE III**  
**CAPITAL STOCK**

The number of shares of capital stock that the Corporation is authorized to issue is One Thousand (1,000) shares of common stock, par value \$.01 per share (the "Common Stock"). Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders of the Corporation.

**ARTICLE IV**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is One S.E. Third Avenue, 28th Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that office is Brian M. Garcia.


**ARTICLE V**  
**INCORPORATOR**

The name and address of the incorporator of the Corporation is Brian M. Garcia, One S.E. Third Avenue, 28th Floor, Miami, Florida 33131.

**ARTICLE VI**  
**INDEMNIFICATION**

The Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence now or hereafter.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation this 14th day of February, 2000.

  
\_\_\_\_\_  
Brian M. Garcia, Incorporator

**CERTIFICATE OF ACCEPTANCE**

**BY**

**THE REGISTERED AGENT**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of SPI Resources, Inc., a Florida corporation, in the Corporation's Articles of Incorporation:

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate this 14<sup>th</sup> day of February, 2000.

  
\_\_\_\_\_  
Brian M. Garcia