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June 16, 2000

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

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-06/19/00--01114--010
*****70.00 *****70.00

Re: SPM Investments, Inc.

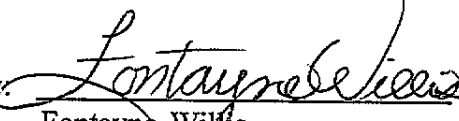
Ladies and Gentlemen:

Enclosed for filing on behalf of the above-referenced corporation is one original Articles of Incorporation. Also enclosed is our firm's check in the amount of \$70.00 as payment of the \$35.00 filing fee and \$35.00 registered agent designation fee.

In addition, enclosed is a duplicate copy of the Articles of Incorporation. Please date stamp the enclosed duplicate copy and return it to us in the stamped, self-addressed envelope provided. We do not need a certified copy.

If you have any questions regarding the enclosed, please contact the undersigned.

DAVID H. POPPER & ASSOCIATES, P.A.

By: 
Fontayne Willis
Secretary to James D. Kisio

EFW/
Enclosures
cc: Mr. Sean P. McGrover

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FILED
00 JUN 19 PM 5:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JUN 22 2000

**ARTICLES OF INCORPORATION
OF
SPM INVESTMENTS, INC.**

FILED
00 JUN 19 PM 5:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **SPM Investments, Inc**

ARTICLE II - PRINCIPAL OFFICE

The principal office address and the mailing address of this corporation shall be 2408 Reef Court, Orlando, Florida 32805.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated as "common shares."

ARTICLE VI - REGISTERED AGENT AND ADDRESS

The registered agent of the corporation shall be Sean P. McGrover, and the registered office address of the corporation in the State of Florida shall be 2408 Reef Court, Orlando, Florida 32805.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Sean P. McGrover
2408 Reef Court
Orlando, Florida 32805

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of this corporation are:

Sean P. McGrover
2408 Reef Court
Orlando, Florida 32805

ARTICLE IX - AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 15th day of June, 2000.


Sean P. McGrover

**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:

SPM Investments, Inc.
2408 Reef Court
Orlando, Florida 32805

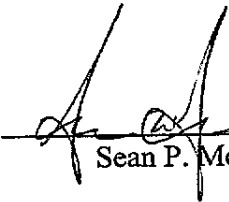
2. The name and address of the registered agent and office are:

Sean P. McGrover
2408 Reef Court
Orlando, Florida 32805

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Date: June 15, 2000


Sean P. McGrover