

LAW OFFICES

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³ Certified Mediator

June 23, 2000

PO0000063440

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32301

VIA FEDERAL EXPRESS

500003305515--8
-06/27/00--01003--015
*****78.75 *****78.75

Re: Spoto's of Dunedin, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation with reference to the above corporation, in duplicate, together with a check in the amount of \$78.75 to cover the minimum charter tax, filing, certified copy and registered agent fees.

Please immediately file the original and return to me a certified copy of the same.
Thank you.

Sincerely,

LEONARD S. ENGLANDER

LSE/jh

Enclosures

FILED
00 JUN 27 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T.SMITH JUN 29 2000

ARTICLES OF INCORPORATION

OF

**SPOTO'S OF DUNEDIN, INC.,
a Florida corporation**

FILED
00 JUN 27 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

- 1.1. The name of the corporation is **SPOTO'S OF DUNEDIN, INC.**

ARTICLE II

Duration

- 2.1 This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

Purpose

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

ARTICLE IV

Capital Stock

- 4.1 This corporation is authorized to issue 7500 shares of stock of \$1.00 par value common stock.

ARTICLE V

Preemptive Rights

- 5.1 Should the capital stock be increased at any time, the stockholders of each class at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

ARTICLE VI

Initial Registered Office and Agent

6.1 The street address of the initial registered office of this corporation is 721 1st Avenue North, St. Petersburg, Florida 33701, and the name of the initial registered agent of this corporation is Leonard S. Englander, Esq.

ARTICLE VII

Principal Office and Mailing Address

7.1 The initial principal office of this corporation is located at 721 1st Avenue North, St. Petersburg, FL 33701, and the corporation's initial mailing address shall be 721 1st Avenue North, St. Petersburg, FL 33701.

ARTICLE VIII

Initial Board of Directors

8.1 This corporation shall have one (1) director.

8.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).

8.3 The name and address of the initial director of this corporation is:

LEONARD S. ENGLANDER
721 1st AVENUE NORTH
ST. PETERSBURG, FL 33701

ARTICLE IX

Incorporators

9.1 The name and address of the person signing these Articles is the Corporation's existing shareholder:

LEONARD S. ENGLANDER
721 1st AVENUE NORTH
ST. PETERSBURG, FL 33701

ARTICLE X

Indemnification

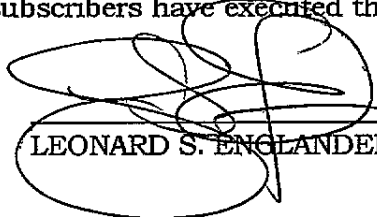
10.1 The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE XI

Amendment

11.1 This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

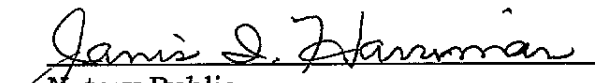
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on June 23, 2000.

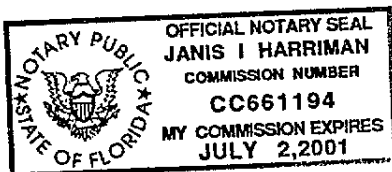

LEONARD S. ENGLANDER

STATE OF FLORIDA §
COUNTY OF PINELLAS §

BEFORE ME, the undersigned authority duly authorized to take acknowledgements and administer oaths, personally appeared LEONARD S. ENGLANDER, who is personally known to me and who did take an oath. LEONARD S. ENGLANDER, who after first being duly sworn, deposes and says that he has read the foregoing **Articles of Incorporation of SPOTO'S OF DUNEDIN, INC., a Florida corporation** and the matters and things contained therein are true and correct to the best of his knowledge and belief and that the execution of the foregoing is a free act and deed.

23 WITNESS my hand and official seal at Pinellas County and State aforesaid, this day of June, 2000.

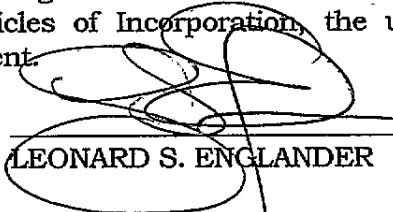

Notary Public
Commission No.



Janis I. Harriman
(Name of Notary typed, printed or stamped)

CONSENT OF REGISTERED AGENT

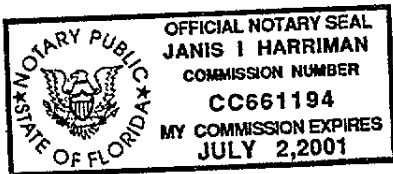
Having been named as Registered Agent for **SPOTO'S OF DUNEDIN, INC.**, at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.

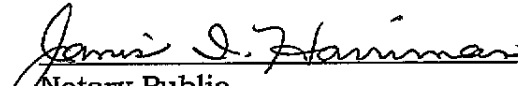

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STATE OF FLORIDA §
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23 WITNESS my hand and official seal at Pinellas County and State aforesaid, this day of June, 2000.




Notary Public
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Janis I. Harriman
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