

P000000070223

GCHARLAND SPENCE

7444 BURNWAY DR

ORLANDO, FL 32819

JULY 18, 2000

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-07/20/00--01076--023

*****78.75 *****78.75

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL. 32301

DEAR SIRs:

ENCLOSED, PLEASE FIND SEVENTY EIGHT DOLLARS AND SEVENTY
FIVE CENTS (\$78.75) TO COVER COST AND HANDLING OF INCORPORATION
OF:

SPENCE PROPERTIES INC.

THANK YOU,

Gharland A. Spence
GCHARLAND SPENCE

FILED
00 JUL 20 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FL 32301

7-24
EC

**ARTICLES OF INCORPORATION
OF
SPENCE PROPERTIES INC.**

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS:

SPENCE PROPERTIES INC.

ARTICLE II - DURATION

THESE ARTICLES OF INCORPORATION SHALL BE EFFECTIVE UPON APPROVAL BY THE SECRETARY OF STATE OF THE STATE OF FLORIDA. THIS CORPORATION IS TO HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED ACCORDING TO LAW.

ARTICLE III - PURPOSE

TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA AND THE UNITED STATES.

ARTICLE IV - CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES THAT THIS CORPORATION IS AUTHORIZED TO HAVE ANY ONE TIME IS 1000 SHARES OF COMMON STOCK. EACH HAVING THE PAR VALUE OF \$1.00 (ONE DOLLAR) PER SHARE. THE CONSIDERATION TO BE PAID FOR EACH SHARE SHALL BE FIXED BY THE BOARD OF DIRECTORS FROM TIME TO TIME.

ARTICLE V - INITIAL CAPITAL

THE AMOUNT OF CAPITAL STOCK WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS IS ONE THOUSAND DOLLARS (\$1000.00)

ARTICLE VI - ADDRESS

THE INITIAL STREET ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IS TO BE AT:

**7444 BURNWAY DR
ORLANDO, FL 32819
(407) 541-0705**

ARTICLE VII - DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS ADOPTED BY THE SHAREHOLDERS.

**FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE VIII - INITIAL DIRECTORS

THE NAME(S) AND ADDRESS(ES) OF THE BOARD OF DIRECTORS AND THE OFFICE(S) HELD UNTIL SUCCESSOR (S) ARE ELECTED AND HAVE QUALIFIED ARE:

NAME	OFFICE	ADDRESS
GCHARLAND SPENCE	President	7444 BURNWAY DR ORLANDO, FL 32819

ARTICLE IX - SUBSCRIBER(S)

THE NAME AND STREET ADDRESS OF THE SUBSCRIBER (S) OF THESE ARTICLES OF INCORPORATION AND THE NUMBER OF SHARES OF STOCK HE/SHE HAS AGREED TO TAKE IS AS FOLLOWS:

NAME	ADDRESS	SHARES
GCHARLAND SPENCE	7444 BURNWAY DR ORLANDO, FL 32819	500
ORREN SPENCE		500

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

**GCHARLAND SPENCE
7444 BURNWAY DR
ORLANDO, FL 32819**

ARTICLE XI - PRE-EMPTIVE RIGHTS

EACH SHAREHOLDER OF THE CORPORTION SHALL BE ENTITLED TO FULL PRE-EMPTIVE RIGHTS TO ACQUIRE HIS (HER) PROPORTIONAL PART OF ANY ISSUED, UNISSUED, OR TREASURY SHARES OF THE CORPORATION AT NET ASSET VALUE.

ARTICLE XII - AMENDMENT(S)

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE SHAREHOLDERS AND APPROVED AT A SHAREHOLDER'S MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL OF THE DIRECTORS AND ALL OF THE SHAREHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT TO THESE ARTICLES OF INCORPORATION BE MADE.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL, AND ACKNOWLEDGED AND FILED THE FOREGOING ARTICLES OF INCORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA THIS 18TH DAY OF JULY 2000.

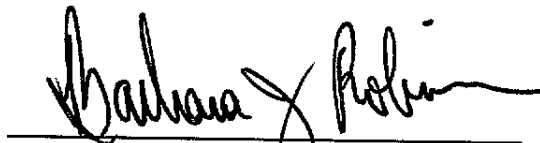

GHARLAND SPENCE

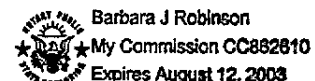
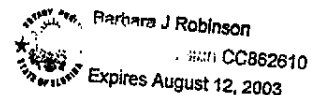
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED GHARLAND SPENCE

KNOWN TO ME AND KNOWN BY ME TO BE THE PERSON (S) WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND THEY ACKNOWLEDGED BEFORE ME THAT THEY EXECUTED THOSE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY SEAL, IN THE STATE AND COUNTY AFORESAID THIS 18TH DAY OF JULY 2000.


NOTARY



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING UPON WHOM PROCESS MAY BE SERVED.

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED, IN ACCORDANCE WITH SAID ACT:

SPENCE PROPERTIES INC.

HAVING BEEN ORGANIZED UNDER :

THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE AT:

**7444 BURNWAY DR
ORLANDO, FL 32819**

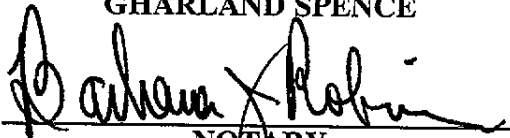
IN THE CITY OF ORLANDO FL, COUNTY OF ORANGE, AND IN THE STATE OF FLORIDA, AS INDICATED IN THE ARTICLES OF INCORPORATION, HAS NAMED:


GCHARLAND SPENCE

IT'S AGENT TO ACCEPT PROCESS WITHIN THE STATE.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT AND AGREE TO ACT IN SAID CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING SAID OFFICE OPEN.


REGISTERED AGENT
GCHARLAND SPENCE


NOTARY

 Barbara J Robinson
My Commission CC862810
Expires August 12, 2003

FILED
00 JUL 20 PM 1:54
SECRETARY OF STATE
TALLAHASSEE FL 32399