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ROBERT H. CULTON II
Attorney and Counselor at Law
4285 Tidewater Drive
Orlando, FLORIDA 32812

TELEPHONE (407) 830-6300

FACSIMILE (407) 830-6929

August 2, 2000

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Group Lord and Spirit, Incorporated.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation and Registered Agent designations for the above-referenced corporations. I have also enclosed my check in the amount of \$203.75 representing the following:

Group Lord & Spirit, Incorporated

Filing Fees	\$ 35.00
Registered Agent Designation	35.00
Certified Copy	<u>8.75</u>
Total	\$ 78.75

Thank you for your kind assistance in this matter. If you have any questions, please call me at (407) 830-6300.

Sincerely,


ROBERT H. CULTON II

RHCII:tkc
Enclosures

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grs/8

**ARTICLES OF INCORPORATION
OF
GROUP LORD & SPIRIT, INCORPORATED**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation:

I. Name

The name of the Corporation is Group Lord & Spirit, Incorporated.

II. Capital Stock

The number of shares of stock, which the Corporation has authority to have outstanding, is One Thousand (1,000), all of which shall be common shares.

III. Registered Office

The street address of the initial registered office of the Corporation in this state is 7519 Forest City Road, Orlando, FL 32810. The registered office, the principal office and the mailing address of the Corporation are the same. The name of the initial Registered Agent at such address is Robert H. Culton II.

IV. Directors

The Board of Directors of the Corporation shall consist of at least one (1) member. The name and address of the first director is:

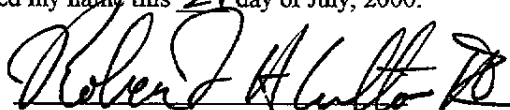
Robert H Culton II
4285 Tidewater Drive
Orlando, FL 32812

V. Incorporator

The name and address of the incorporator is:

Robert H Culton II
4285 Tidewater Drive
Orlando, FL 32812

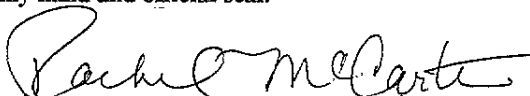
IN WITNESS WHEREOF, I have subscribed my name this 21 day of July, 2000.


Robert H Culton II

STATE OF FLORIDA
COUNTY OF ORANGE

On this 21 day of July, 2000, before me, the undersigned officer, personally appeared Robert H Culton II, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that he/she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


NOTARY PUBLIC

() Personally known to me
(x) Presented FLDL C435768560510 as identification.



GROUP LORD & SPIRIT, INCORPORATED
CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for this corporation at the registered office designated in the Articles of Incorporation for Group Lord & Spirit, Incorporated, the undersigned accepts the designation.



Robert H. Culton II
Registered Agent

Dated this 21 day of July, 2000.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA