

**FREDERICK C. BRAUN, P.A.**

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**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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-08/04/00--01059--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: A SPINA GROUP, INC.

Enclosed are an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation. In addition is our check for \$78.75 for filing fee and certificate.

Please return filed Articles and Certificate to this office.

Very truly yours,

  
Frederick C. Braun, Esq.

D. BROWN AUG - 9 2000

ARTICLES OF INCORPORATION OF  
A SPINA GROUP, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 607, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be A SPINA GROUP, INC.

The principal address of the corporation at the time of incorporation is 201 NW 20TH AVENUE, FORT LAUDERDALE, FLORIDA 33311.

ARTICLE II. DURATION

The duration of this corporation is perpetual, unless dissolved according to law.

Corporate existence shall commence on the date these Articles of Incorporation are filed by the Department of State.

ARTICLE III. PURPOSE

The purpose or purposes for which the corporation is organized is to conduct any and all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated as "common shares".

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the corporation's initial registered agent is Phil Friona, Sr., 201 NW 20th Avenue, Fort Lauderdale, Florida 33311.

ARTICLE VI. FIRST BOARD OF DIRECTORS

The following person shall serve the corporation as director until the first annual meeting or other meeting called to elect directors:

NAME

ADDRESS

Arthur Spina, Jr.

7614 Beechwood Circle,  
Niagara Falls, New York 14304

ARTICLE VII. INCORPORATORS

The name and address of each incorporators are as follows:

NAME	ADDRESS
Phil Friona, Sr.	201 NW 20th Avenue, Fort Lauderdale, Florida 33311

ARTICLE VIII. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX. AMENDMENT

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

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on 8/1, 2000.

Incorporator

Phil Friona Sr.  
Phil Friona, Sr.

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that A SPINA GROUP, INC., desiring to organize or qualify under the laws of the State of Florida, has named Phil Friona Sr., located at 201 NW 20th Avenue, Fort Lauderdale, Florida 33311, as its agent to accept service of process within Florida.

Dated: 8/1, 2000.

Phil Friona Sr.  
Phil Friona, Sr., Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: 8/1, 2000.

Phil Friona Sr.  
Phil Friona, Sr.  
Registered Agent

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TALLAHASSEE, FLORIDA