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FILED
00 SEP - 5 AM 9:37
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

August 29, 2000

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

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-09/06/00--01016--003
*****78.75 *****78.75

Re: Spivey Distribution, Inc.

Dear Sir/ Madam:

Enclosed please find the **original and one photocopy** of the Articles of Incorporations this office prepared for the above mentioned corporation. We have also enclosed this firm's check in the amount of \$78.75 for filing fees and one certified copy of the Articles of Incorporation. Please return the certified copy to **Karol, Hausman, Sosnik & Finchum, L.L.P** at **2420 Enterprise Road, Ste. 106, Clearwater, FL 33763.**

Thank you for your time and attention in this matter. Should you have any questions or require anything further, please do not hesitate to phone.

Very truly yours,

KAROL, HAUSMAN, SOSNIK & FINCHUM, LLP


Travis D. Finchum

TDF:dlk

Enclosures

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I- Name

The name of the corporation shall be:

Spivey Distribution, Inc.

ARTICLE II- Principal Office

The principal place of business and mailing address of this corporation shall be:

8187 81st Street North
Seminole, Florida 33777

ARTICLE III- Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 Shares

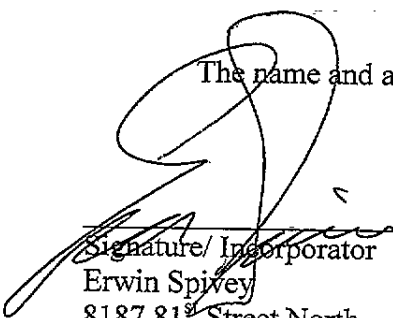
**ARTICLE IV- Initial Registered Agent
And Street Address**

The name and Florida street address of the initial registered agent are:

Erwin Spivey
8187 81st Street North
Seminole, Florida 33777

ARTICLE V- Incorporator

The name and address of the incorporator to these Articles of Incorporation are:



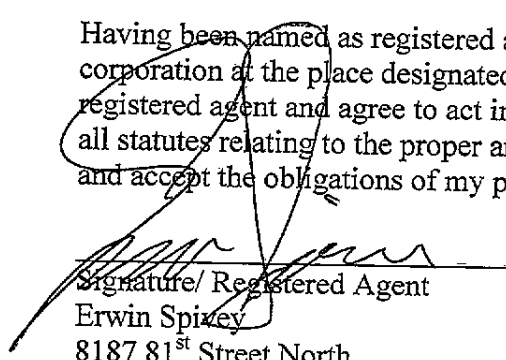
Signature/ Incorporator

Erwin Spivey
8187 81st Street North
Seminole, FL 33777



Date

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.



Signature/ Registered Agent

Erwin Spivey
8187 81st Street North
Seminole, FL 33777



Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA