

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FILINGS, INC.
Account Number : 072720000101
Phone : (850) 385-6735
Fax Number : (800) 881-6761

FLORIDA PROFIT CORPORATION OR P.A.

SPA 2000, INC.

Certificate of Status	0
Certified Copy	1
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B. McKinnis SEP 20 2000

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ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE 1. - NAME

SPA 2000, INC.

ARTICLE 2. - PRINCIPAL OFFICE

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

4620 SW 42nd Terrace
Ft. Lauderdale, FL 33314

ARTICLE 3. - SHARES

This corporation is authorized to issue 100 shares of \$1.00 par common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

Articles prepared by:
Richard T. Catarcio
7300 W. McNab Road
Suite 211
Tamarac, FL 33321
(954) 718-8572

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ARTICLE 4. - INITIAL REGISTERED AGENT & STREET ADDRESS

The name and address of the initial registered agent is:

James Roberts
4620 SW 42nd Terrace
Ft. Lauderdale, FL 33314

ARTICLE 5. - INCORPORATORS

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

James Roberts
4620 SW 42nd Terrace
Ft. Lauderdale, FL 33314

ARTICLE 6. - OFFICERS

The name of the initial officer to these Articles of Incorporation:

James Roberts, President
4620 SW 42nd Terrace
Ft. Lauderdale, FL 33314

Carlos P. Thomler, Vice President
4620 SW 42nd Terrace
Ft. Lauderdale, FL 33314

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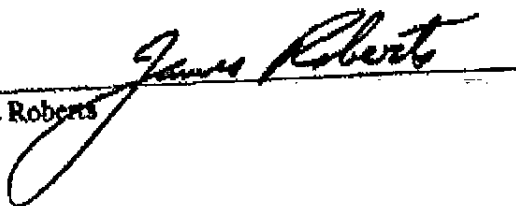
ARTICLE 7. - DIRECTORS

The name of the initial director to these Articles of Incorporation is: .

James Roberts
4620 SW 42nd Terrace
Ft. Lauderdale, FL 33314

Carlos P. Thomler
4620 SW 42nd Terrace
Ft. Lauderdale, FL 33314

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this


James Roberts

DATED: September 18, 2000

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUS, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:

SPA 2000, INC.

2. THE NAME OF THE REGISTERED AGENT AND OFFICE IS:

James Roberts
4620 SW 42nd Terrace
Ft. Lauderdale, FL 33314

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

DATED: September 18, 2000

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