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DANIEL L. SPENCE, SR., INC.

1623 Distant Oaks Drive
Wesley Chapel, Florida 33543
813-973-7270
FAX: 813-973-4499
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September 26, 2000

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

400003410334-7
-09/29/00--01100--005
*****70.00 *****70.00

SUBJECT: Transmittal Letter for establishment of Corporate Entity

To Whom It May Concern:

Enclosed you will find the necessary papers for the establishment of the above listed corporation for processing along with a check for \$70.00. The exact documents are enumerated below.

We look forward to hearing from you soon.

Thanking you in advance,

Daniel L. Spence, Sr.
Daniel L. Spence, Sr.
President

Encl.
Form 2553
Application for Reservation of Corporate Name
Articles of Incorporation
Certificate -- Registered Office, Registered Agent
Minutes of the Organizational Meeting
Bylaws
SS-4 Form

FILED
00 SEP 29 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
DANIEL L. SPENCE, SR., INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporator submits these Articles of Incorporation for the purpose of forming a for-profit corporation.

Article 1. The name of the Corporation is:

DANIEL L. SPENCE, SR., INC.

Article 2. The principal place of business and mailing address of this corporation is:

1623 Distant Oaks Drive
Wesley Chapel, FL 33543

Article 3. The corporation is authorized to issue one class of stock, that being ^{100,000} share of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

Article 4. The name and address of the corporation's initial registered agent is:

Daniel L. Spence, Sr.
1623 Distant Oaks Drive
Wesley Chapel, FL 33543

Article 5. The name and address of the incorporator of this corporation is:

Daniel L. Spence, Sr.
1623 Distant Oaks Drive
Wesley Chapel, FL 33543

Article 6. No Director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the foregoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

DATE: 9-26-2000

Name of Incorporator: Daniel L. Spence, Sr.

Signature of Incorporator: Daniel L. Spence, Sr.

CERTIFICATE OF DESIGNATION
of
REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to Section 607.0501 of The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name and address of the corporation's registered agent and registered office is:

Daniel L. Spence, Sr.
1623 Distant Oaks Drive
Wesley Chapel, FL 33543

Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 of registered agent: Daniel L. Spence, Sr.

Date of signature: 9-26-2000

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