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October 10, 2000

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

Re: Sponger's, Inc.

To whom it may concern:

Enclosed please find an original and one copy of the Articles of Incorporation of Sponger's, Inc. Please file and return a certified copy of the same to my office.

Sincerely,


Tom H. Billiris

THB/gms
Enclosures

FILED
00 OCT 13 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch OCT 16 2000

FILED
00 OCT 13 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation of SPONGER'S, INC.

Article One: Name

The name of this corporation is SPONGER'S, INC.

Article Two: Purposes

The purpose for which this corporation is formed is to engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

Article Three: Registered Office; Registered Agent

The address of the initial registered office of the corporation is 34 Kreamer Ave., Tarpon Springs, Pinellas County, Florida 34689, and the name of its initial registered agent at such address is GEORGE TIRIKOS.

Article Four: Principal Office

The business address of the corporation's principal office is 34 Kreamer Ave., Tarpon Springs, Pinellas County, Florida 34689.

Article Five: Duration

The period of this corporation's duration is perpetual.

Article Six: Directors

(a) The number of directors constituting the initial board of directors is four, and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Address
George Tirikos	34 Kreamer Ave., Tarpon Springs, Fl. 34689.

Irene Tirikos 34 Kreamer Ave., Tarpon Springs, Fl. 34689.
Richard Keith Malone 1600 Sunset Dr., Tarpon Springs, Fl. 34689.
Jane Malone 1600 Sunset Dr., Tarpon Springs, Fl. 34689.

(b) The number of directors of the corporation set forth in Clause (a) of this Article shall constitute the authorized number of directors until changed by an amendment of articles of incorporation or by a bylaw duly adopted by the vote or written consent of the holders of a majority of the then outstanding shares of stock in the corporation.

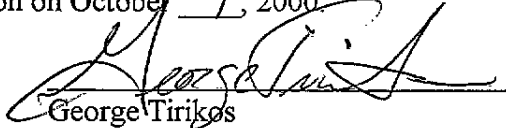
Article Seven: Incorporators

The names and addresses of the incorporators are:

Name	Address
George Tirikos	34 Kreamer Ave., Tarpon Springs, Fl. 34689.

Article Eight: Capitalization

The total number of shares of all classes of stock which the corporation shall have authority to issue is 1,000 shares of common stock at \$0.00 par value each. This Article can be amended only by the vote or written consent of the holders of 51% of the outstanding shares. For the purpose of forming a corporation under the laws of Florida, we, the undersigned, have personally executed these articles of incorporation on October 9, 2000.

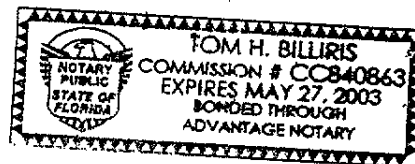

George Tirikos
Incorporator

State of Florida)
County of Pinellas)

The foregoing instrument was acknowledged before me this 10-9-00 day of October, 2000, by GEORGE TIRIKOS who is personally known to me or who has produced _____ as identification and who did take an oath.

Notary Public

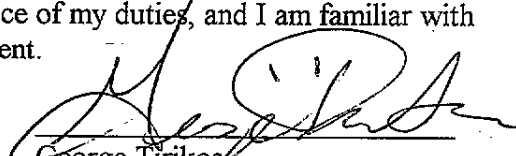

My Commission Expires:



Acceptance of Duties By Registered Agent of SPONGER'S, INC.

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: 10-9-00


George Tirikos
Registered Agent
SPONGER'S, INC.