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FLORIDA PROFIT CORPORATION OR P.A.

spears & associates, inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 6, 2000

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SUBJECT: SPEARS & ASSOCIATES, INC.
REF: W00000028757

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

OF

SPEARS EXPORT & ASSOCIATES, INC.

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00 DEC -6 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation shall be SPEARS EXPORT & ASSOCIATES, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business of the corporation shall be 4701 N. Federal Hwy., Lighthouse Point, FL 33064.

ARTICLE III: NATURE OF BUSINESS

This corporation may engage or transact in any lawful activity or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having One (\$1.00) Dollar par value per share.

Michael B. Manes, Esq.
Florida Bar No. 372684
(954) 523-1822

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ARTICLE V: REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 633 S. Federal Hwy, Suite 300A, Ft. Lauderdale, FL 33301; and the name of the initial registered agent of the corporation at that address is Michael B. Manes.

ARTICLE VI: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII: PRE-EMPTIVE RIGHTS

Every shareholder upon sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VIII: OFFICERS AND DIRECTORS

This corporation shall have one (1) officer and one (1) director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

RAYMOND SPEARS
PRESIDENT/VICE PRESIDENT/DIRECTOR/TREASURER
4701 N. Federal Hwy.
Lighthouse, FL 33064

Michael B. Manes, Esq.
Florida Bar No. 372684
(954) 523-1822

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ARTICLE IX: SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is Michael B. Manes, 633 S. Federal Hwy, Suite 300A, Ft. Lauderdale, FL 33301.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand for the uses and purposes herein stated this 6th day of December 2000.



I hereby accept my appointment as registered agent.



REGISTERED AGENT

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TALLAHASSEE, FLORIDA

Michael B. Manes, Esq.
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