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310 SW OCEAN BOULEVARD  
STUART, FLORIDA 34994-2007

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January 4, 2001

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-01/08/01--01012--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Spears Industries, Inc.

Gentlemen:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 JAN -5 PM 6:04

Please find enclosed an original and one copy of a proposed Charter for the above corporation to filed.

Also enclosed is my check payable to your order in the amount of \$78.75 to cover the cost of filing for a domestic corporation, a corporation for profit, all amendments, a certificate of Registered Agent and the cost of a certified copy of the Charter. If there are any additional charges, please advise.

If everything is in order, I would appreciate your filing this corporation and sending me a duly certified copy of the articles. If this name is not available, please call me at (561) 287-0660, collect.

Thank you for your prompt attention to this matter.

Sincerely,



Walter G. Woods

WGW/aw  
Enclosures

cf 1/9/01

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION 01 JAN -5 PM 6:04  
OF  
SPEARS INDUSTRIES, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is:

**SPEARS INDUSTRIES, INC.**

ARTICLE II

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of Common stock, each share having the par value of ONE (\$1.00) DOLLAR.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

#### ARTICLE V - INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business is ONE THOUSAND DOLLARS (\$1,000.00).

#### ARTICLE VI - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

#### ARTICLE VII - ADDRESS

The initial street address of the principal office of this Corporation is to be at 1798 S.W. Cabin Place, Palm City, FL 34990. The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation, as it may see fit.

#### ARTICLE VIII - INITIAL DIRECTORS

The Corporation shall have (2) directors. The Board of Directors may be increased from time to time by the By-Laws, but shall never be less than one (1). The name and street address of the first Board of Directors who shall hold office until successors are elected and have qualified, is as follows:

MARK D. SPEARS  
1798 S.W. Cabin Place  
Palm City, FL 34990

RICHARD A. SPEARS  
1619 S.W. Albatross Way  
Palm City, FL 34990

#### ARTICLE IX - INCORPORATORS

The name and street address of the first Incorporators who the first Incorporators who shall hold office until successors are elected and have qualified, is as follows:

MARK D. SPEARS  
1798 S.W. Cabin Place  
Palm City, FL 34990

#### ARTICLE X - EFFECTIVE DATE

The Articles of Incorporation shall be effective upon approval of the Secretary of State.

#### ARTICLE XI - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE XII - REGISTERED AGENT

MARK D. SPEARS, is hereby appointed as Registered Agent for this Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 31 day of January, 2001.

  
MARK D. SPEARS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

STATE OF FLORIDA  
COUNTY OF MARTIN

01 JAN -5 PM 6:04

The foregoing Articles of Incorporation were acknowledged before me this 3rd day of January, 2001, by MARK D. SPEARS, [☒] who is/are personally known to me, [☐] who has/have produced \_\_\_\_\_ as identification.



Alise Wamnes  
MY COMMISSION # CC861542 EXPIRES  
September 27, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

Alise Wamnes  
Notary Public  
My Commission Expires:

ACCEPTANCE

I, MARK D. SPEARS, state that I am a permanent resident of Martin County, Florida, 1798, S.W. Cabin Place, Palm City, FL 34990. I hereby accept the foregoing designation as Registered Agent, and I am familiar with and accept the duties and responsibilities for the said corporation.

Mark D. Spears  
MARK D. SPEARS