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January 17, 2001

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-01/18/01--01061--003
*****78.75 *****78.75

**Re: Articles of Incorporation
Spectrum Management Associates, Inc.**

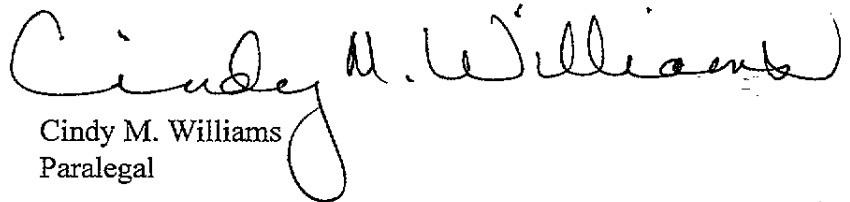
Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation of Lindy, Inc. and our firm's check #46746 in the amount of \$78.75 made payable to the Department of State in connection with the formation of the above-referenced profit corporation pursuant to Chapter 607 of the Florida Statutes.

Also enclosed is a self-addressed stamped envelope for the return of the certified copy.

If you have any questions, please do not hesitate to contact me.

Very truly yours,


Cindy M. Williams
Paralegal

CMW/rw

Enclosures

cc: Fred Neil

FILED
01 JAN 18 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
SPECTRUM MANAGEMENT ASSOCIATES, INC.**

The undersigned, for the purpose of forming a Florida corporation pursuant to Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:
Spectrum Management Associates, Inc. (hereinafter referred to as the "Corporation")

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - PRINCIPAL OFFICE

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

6400 E. Rogers Circle
Boca Raton, Florida 33499

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is
authorized to have outstanding at one time is:

1000 Shares Of Common Stock

ARTICLE IV - REGISTERED AGENT

The name and address of the initial registered agent is:

Ronald E. D'Anna, Esquire
Mattlin & McClosky
2300 Glades Road, Suite 400 East
Boca Raton, Florida 33431

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of these

Articles of Incorporation is:

Ronald E. D'Anna
Mattlin & McClosky
2300 Glades Road, Suite 400 East
Boca Raton, Florida 33431

ARTICLE VII - DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one (1). The name and title of the person who is to serve as a member of the initial board of directors is:

1. Fred Neil - President, Vice-President, Secretary, Treasurer, Director

ARTICLE VIII OFFICERS

This corporation shall have one (1) officer, initially. The name, address and position of the initial officer is:

1. Fred Neil - President, Vice-President, Secretary, Treasurer, Director
6400 E. Rogers Circle, Boca Raton, Florida 33499

ARTICLE IX NATURE OF BUSINESS

This corporation may engage or transact in any and all lawful activities or businesses permitted under the laws of the United States, the State of Florida and any other state or territory.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17 day of January, 2001.

A handwritten signature in cursive script, appearing to read "Ron D'Anna", written over a horizontal line.

Ronald E. D'Anna, Incorporator

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

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the corporation, Spectrum Management Associates, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

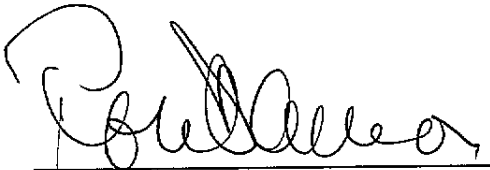
The name and address of the registered agent/registered office is:

Ronald E. D'Anna, Esquire
Mattlin & McClosky
2300 Glades Road, Suite 400 East
Boca Raton, Florida 33431

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Dated: January 12, 2001.



Ronald E. D'Anna, Esquire

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