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ACCOUNT NO. : 072100000032

REFERENCE : 068348 7262205

AUTHORIZATION : *Patricia Pigatto*

COST LIMIT : \$ 70.00

ORDER DATE : March 6, 2001

ORDER TIME : 1:48 PM

ORDER NO. : 068348-001

CUSTOMER NO: 7262205

500003810915--8

CUSTOMER: Mr. Mark A. Spicer
Mr. Mark A. Spicer

5032 Nw 113 Av

Coral Springs, FL 33076

DOMESTIC FILING

NAME: SPICER CONSULTING GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

FILED
2001 MAR -7 PM 3:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
01 MAR 07 PM 3:16
DIVISION OF CORPORATION

FILED

2001 MAR -7 PM 3:32

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

SPICER CONSULTING GROUP, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SPICER CONSULTING GROUP, INC.

The address of the principal office of this corporation shall be 5032 Northwest 113 Avenue, Coral Springs, Florida 33076, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

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

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Mark Spicer
Dir.

5032 Northwest 113 Avenue
Coral Springs, Florida 33076

FILED

2001 MAR -7 PM 3:32

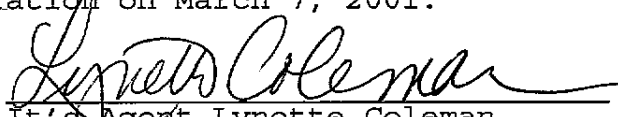
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation:

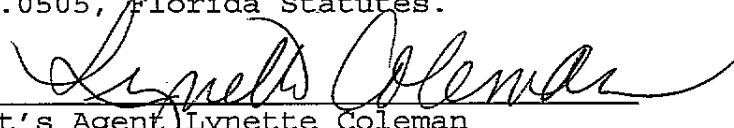
The Company Corporation
2711 Centerville Road Suite 400
Wilmington, Delaware 19808

The undersigned incorporator has executed these Articles of Incorporation on March 7, 2001.


It's Agent Lynette Coleman
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 
It's Agent Lynette Coleman
Authorized Service Representative
Corporation Service Company

SXK