

PO1000038602

Deitra Robinson  
2745 NW 208 Terrace  
Miami, Fla 33056  
(305) 625-8753

Monday, February 26, 2001

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

300004008513--3  
-04/13/01--01078--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75


TRANSMITTAL LETTER

SUBJECT: THE SPENCER GROUP, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check written in the amount of \$78.75 to cover the filing fee and provide for certified copies of the articles of incorporation for THE SPENCER GROUP, INC.

Please have a member of your staff prepare the appropriate documents.

Thank you.



Sincerely,

FILED  
01 APR 13 AM 11:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

gy4/17

ARTICLES OF INCORPORATION  
OF

THE SPENCER GROUP, INC.

ARTICLE ONE

The name of the corporation is THE SPENCER GROUP, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which a corporation may be incorporated under Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares that the corporation shall have authority to issue is 1000 of the par value of one Dollar (\$1.00) each.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of the shares consideration of the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The principle office and place of business of this corporation shall be the same as the initial registered office. The street address of its initial registered office is: 2745 NW 208 Terrace Miami, Florida 33056 and the name of its initial registered agent at such address is Deitra Robinson.

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors is one (1) 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:

Deitra Robinson

2745 NW 208 Terrace Miami, Florida 33056

FILED  
01 APR 13 AM 11:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

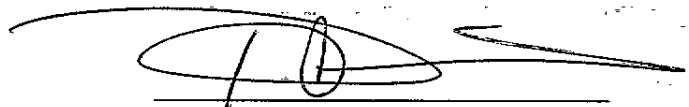
ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of each incorporator is:

Deitra Robinson                      2745 NW 208 Terrace Miami, Fla 33056

A handwritten signature in black ink, appearing to be 'Deitra Robinson', written over a horizontal line.

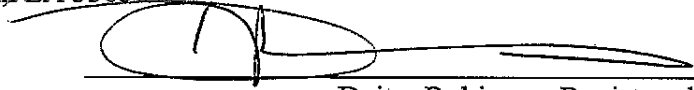
Deitra Robinson, Incorporator

CERTIFICATE OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

The undersigned, Deitra Robinson, does hereby certify that he is the Registered Agent for THE SPENCER GROUP, INC., a Florida Corporation, with its registered office at:

2745 NW 208 TERRACE MIAMI, FLA 33056



Deitra Robinson, Registered  
Agent for THE SPENCER GROUP, INC.

STATE OF FLORIDA       )  
                                  SS  
COUNTY OF DADE       )

BEFORE ME, the undersigned authority, this day personally appeared Deitra Robinson, who being duly sworn, on oath deposes and says that she is the person who has executed the above acceptance as registered agent for THE SPENCER GROUP, INC., with registered office as aforesaid, for the purpose therein set forth.

2nd SWORN TO AND SUBSCRIBED BEFORE ME, at Miami, Dade County, Florida, this  
day of April, 2001.



Notary Public, State of Florida

My Commission Expires  
NOTARY SEAL  
VANESSA DAVIS  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC709204  
STATE OF FLORIDA COMMISSION EXP. JAN. 19, 2002

SS

FILED  
01 APR 13 AM 11:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA