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BY APPOINTMENT ONLY
ROYAL PALM FINANCIAL CENTER
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STUART, FLORIDA 33995-2434
TELEPHONE (561) 223-4030

June 20, 2001

VIA FEDERAL EXPRESS

Department of Corporations
Secretary of State
P. O. Box 6327
409 E. Gaines Street
Tallahassee, FL 32399

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-06/21/01-01054-025
*****78.75 *****78.75

RE: Spyder Solutions, Inc.
A Florida Corporation

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-referenced corporation, together with a check in the amount of \$78.75 to cover the following fees:

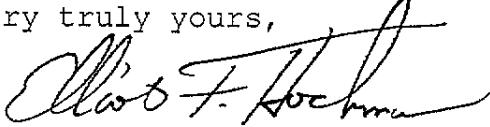
1. Filing Fee \$35.00
2. Registered Agent Fee \$35.00
3. Certified Copy \$ 8.75

TOTAL: \$78.75

Please file said articles using the date of receipt as the date of commencement of the corporation. Also, return the certified copy to the undersigned at the address listed above.

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

Very truly yours,


Elliot F. Hochman

EFH:ba
enclosures

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06/22

ARTICLES OF INCORPORATION
OF
SPYDER SOLUTIONS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is SPYDER SOLUTIONS, INC.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is 1,000, all of which shall be common shares with par value of \$1.00.

ARTICLE FIVE

PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE SIX

PRINCIPAL OFFICE

The corporation's principal place of business/mailing address is: 3089 SW Captiva Court, Palm City, Florida, 34990.

01 JUN 21 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

ARTICLE SEVEN

REGISTERED AGENT

The name of the registered agent and the Florida street address for the registered agent is: Candy G. Jones at 3089 SW Captiva Court, Palm City, Florida, 34990.

ARTICLE EIGHT

DIRECTORS

8.01 The initial board of directors of the corporation shall consist of one member.

8.02 The name and address of the first board of directors are:

<u>Name</u>	<u>Address</u>
Candy G. Jones	3089 SW Captiva Court Palm City, Florida, 34990
Rhea E. Slinger	3089 SW Captiva Court Palm City, Florida, 34990

01 JUN 21 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE NINE

INCORPORATORS

The name and address of the incorporator is:

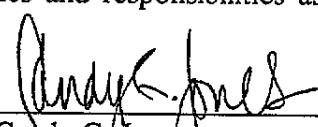
<u>Name</u>	<u>Address</u>
Candy G. Jones	3089 SW Captiva Court Palm City, Florida, 34990

ARTICLE TEN

COMMENCEMENT OF EXISTENCE

The corporation shall commence its existence upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, I have subscribed my name this 20th day of June, 2001. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Candy G. Jones
Incorporator and Registered Agent

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 20 day of June, 2001, by Candy G. Jones, who is personally known to me or who has produced a Florida driver's license as identification and who did (did not) take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 20 day of June, 2001.

(NOTARY)

Elliot F. Hochman
Notary Public _____
Print Name _____
My Commission Expires:



Elliot F. Hochman
MY COMMISSION # CC905989 EXPIRES
February 24, 2004
BONDED THRU TROY FAIN INSURANCE, INC.