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A Group Accounting & Tax Services  
*Independent Accountants in Public Practice*  
*Licensed Financial Planners*

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08/15/2001

Florida Department of State  
Corporate Records  
P. O. Box 6327  
Tallahassee, Florida 32301

000004542730--9  
-08/20/01--01108--020  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Incorporation Application - LEEWARD SPARS, INC.

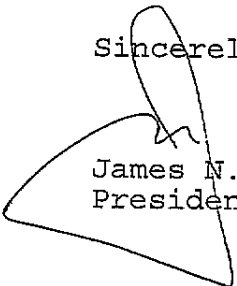
Attached are the Articles of Incorporation for the above  
referenced Corporation and the necessary filing fees as follows:

Filing fees:	\$35.00
Designation of Registered Agent:	\$35.00
Certified Copy:	\$52.50
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	\$122.50
	=====

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please send the certified copy of the articles to the address  
below.

Sincerely,

  
James N. Mower  
President

FCH 2001

AUG 22 2001

ARTICLES OF INCORPORATION

OF

LEEWARD SPARS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME AND ADDRESS

The name and principal address of the corporation shall be:

LEEWARD SPARS, INC.

5120 Huntington Circle NE  
St. Petersburg, Florida 33703

ARTICLE II. NATURE OF BUSINESS

The 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 7,500 shares of common stock having a par value of \$1 per share.

ARTICLE IV. REGISTERED AGENT ADDRESS

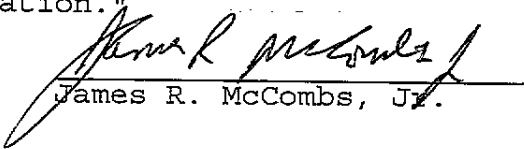
The street address of the initial registered office of the

corporation shall be:

5120 Huntington Circle NE  
St. Petersburg, Florida 33703

The name and written acceptance of the initial registered agent of the corporation at that address is as follows:

"I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation."

  
James R. McCombs, Jr.

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TALLAHASSEE, FLORIDA

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*James R. McInerney*

State of New York  
County of New York  
ss. I, the undersigned, Clerk of the County of New York, do hereby certify that the within and foregoing is a true and correct copy of the original as the same appears from the records of said County.