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*George N. Klimis, P.A.*

*Attorney at Law*

◆ L.L.M. Taxation ◆

August 29, 2001

**VIA CERTIFIED MAIL RETURN RECEIPT**

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-09/04/01--01030--009

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Secretary of State  
Division of Corporations  
Corporate Records Bureau  
409 East Gaines Street  
Tallahassee, FL 32399

**Re: SPS America, Inc.**

Dear Sir:

Please find enclosed two (2) original Articles of Incorporation for the above proposed corporation. Also, enclosed is my firm's check in the amount of \$78.75 for filing of the same.

After processing and filing the original Articles of Incorporation, please endorse your approval on the duplicate copy of the articles and forward the endorsed copy to me to be placed in my client's corporate book.

If you have any questions or comments regarding the enclosed documents, please contact me by telephone rather than returning the same.

Thank you for your attention in this matter.

Sincerely,

**GEORGE N. KLIMIS, P.A.**

By: \_\_\_\_\_

George N. Klimis, Esquire

GNK/bac

Enclosures: As referenced above

**FILED**  
01 SEP -4 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

5 paw  
9/10/01

**FILED**

01 SEP -4 AM 11:01

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**SPS AMERICA, INC.**

**ARTICLE 1: NAME AND ADDRESS**

The name of this Corporation is **SPS AMERICA, INC.** The address of the principal office of this Corporation shall be 2313 Destiny Way, Odessa, Florida 33556, and the mailing address of the Corporation shall be 23 East Tarpon Avenue, Tarpon Springs, Florida 34689.

**ARTICLE 2: DURATION**

This Corporation shall exist perpetually. In accordance with Section 607.0203, the date when existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

**ARTICLE 3: PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE 4: CAPITAL STOCK**

This Corporation is authorized to issue 7500 shares of \$1.00 par value common stock.

**ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 23 East Tarpon Avenue, Tarpon Springs, Florida 34689, and the name of the initial registered agent of this Corporation at that address is GEORGE N. KLIMIS.

**ARTICLE 6: INITIAL BOARD OF DIRECTORS**

This Corporation initially shall have two (2) directors. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors of this Corporation is:

<u>Name</u>	<u>Address</u>
Linda Curti	2313 Destiny Way Odessa, Florida 33556
Roberto De Lorenzi	2313 Destiny Way Odessa, Florida 33556

ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

<u>Name</u>	<u>Address</u>
George N. Klimis	23 East Tarpon Avenue Tarpon Springs, FL 34689

ARTICLE 8: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustment to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within thirty days of his receipt of written notice from this Corporation inviting him to exercise such right.

ARTICLE 9: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 10: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 11: AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

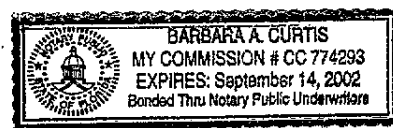
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30<sup>th</sup> day of August, 2001.

  
\_\_\_\_\_  
GEORGE N. KLIMIS

**STATE OF FLORIDA  
COUNTY OF PINELLAS**

The foregoing Articles of Incorporation were acknowledged before me this 30<sup>th</sup> day of August, 2001, by GEORGE N. KLIMIS who is personally known to me and who did take an oath.

sign: Barbara A. Curtis  
print: BARBARA A. CURTIS  
Notary Public - State of Florida



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 30<sup>th</sup> day of August, 2001.

  
\_\_\_\_\_  
GEORGE N. KRIMS

**FILED**  
01 SEP -4 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA