

JERRY B. WELLS, P.L.

A Professional Limited Liability Company
ATTORNEY AT LAW

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January 22, 2002

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122.50 **78.75

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32301

Re: Sandspur Holding Co.
File Number: 02-002

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
02 JAN 28 PM 3:02

Dear Sir or Madam:

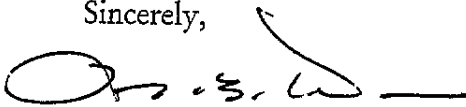
I am enclosing herewith the original and one copy of the Articles of Incorporation for the above named corporation together with our check in the sum of \$122.50 representing the amount of the filing. Please send us a copy of the document at your earliest convenience.

If the above name is taken or insufficient for any reason, please cross it out and use one of the following as a backup - Oakridge Holding Co. or AAA Holding Co.

Your prompt attention to this matter will be greatly appreciated.

If you have any questions regarding the foregoing, do not hesitate to call me.

Sincerely,



Jerry B. Wells

/jrl
Enclosure
cc : Peter Brady

fc

ARTICLES OF INCORPORATION
OF
SANDSPUR HOLDINGS CO.

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
02 JUN 28 PM 3:02

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

The name of the corporation is: SANDSPUR HOLDINGS CO.

ARTICLE II - DURATION OF CORPORATE EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of common stock at no par value.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is Post Office Box 291426, Port Orange, Florida 32129 .

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Jerry B. Wells, P.L., 511 South Ridgewood Avenue, Daytona Beach, FL 32114.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have no directors.

ARTICLE VIII - INCORPORATORS

The name and address of the persons signing these Articles of Incorporation are as follows:

PETER BRADY
2841 South Atlantic Avenue
Daytona Beach Shores, FL 32118

ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation and shall be managed under the direction of the shareholders of this corporation.

ARTICLE X - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

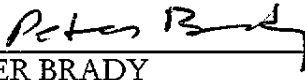
ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

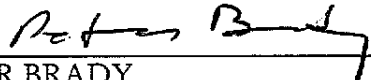
ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

The undersigned has executed these Articles this 23rd day of January, 2002.


PETER BRADY

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED ABOVE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


PETER BRADY

Articles of Incorporation

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TALLAHASSEE, FLORIDA
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