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FILED
02 FEB 28 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 26, 2002

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*****78.75 *****78.75

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

EFFECTIVE DATE

02-21-02

RE: Filing Articles of Incorporation and Designation of Registered
agent for Spacey, Inc..

Dear Sir or Madam:

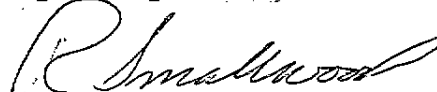
Enclosed is 1 original and one exact copy of the Articles of
Incorporation for Spacey, Inc.. Also enclosed is a check in the
amount of \$78.75 representing payment of the following:

Filing Fee:	\$35.00
Registered Agent Fee:	\$35.00
Certified Copy Fee	\$ 8.75

If you should have any questions, please do not hesitate to
call.

With kindest regards, I remain,

Very Truly Yours,


Robert T. Smallwood II

xc: File

**Articles of Incorporation
of
Spacey, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name and Address

The name of this corporation is Spacey, Inc.. The address of the corporation and the principal office of this corporation is 226 Golden Gate Point, Suite 24, Sarasota, FL 34236.

EFFECTIVE DATE
02-21-02

Article II. Duration

This corporation shall exist perpetually, commencing 5 days prior to the date of filing of these articles.

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 100 shares of \$1.00 par value common stock

Article V. Preemptive Rights

Every shareholder, upon the sale for cash of any authorized and unissued stock but not treasury stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI. Initial Registered Agent and Office

The street address of the initial registered agent of this corporation is 226 Golden Gate Point, Suite 24, Sarasota, FL 34236 and the name of the initial registered agent of this corporation at that address is Jean Williams-Panero.

Article VII. Board of Directors

This Corporation shall have 1 directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

Article VIII. Initial Director

The name of the initial director of this Corporation and her street address is:
Jean Williams-Panero, 226 Golden Gate Point, Suite 24, Sarasota, FL 34236

Article IX. Incorporator

The name and address of the person signing these articles is, Jean Williams-Panero, 226 Golden Gate Point, Suite 24, Sarasota, FL 34236.


Article X. Indemnification

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

Article XL Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed the articles of incorporation on February 26, 2002



Jean Williams-Panero, Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a Notary Public, personally appeared Jean Williams-Panero, who is personally known to me and who executed the foregoing Articles of Incorporation, and Acknowledged before me that she, subscribed to these Articles of Incorporation on February 26, 2002.



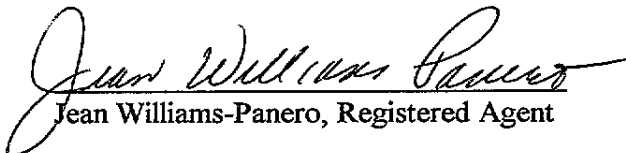
Robert T. Smallwood, II
MY COMMISSION # CC872209 EXPIRES
September 20, 2003
BONDED THRU TROY FAIR INSURANCE, INC.


Robert T. Smallwood II, Notary Public, State
of Florida
My Commission Expires:
(Seal)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Spacey, Inc., at the place designated in the Articles of Incorporation, Jean Williams-Panero, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office. I am familiar with and accept the obligations of the position of registered agent.

Dated: February 26, 2002.


Jean Williams-Panero, Registered Agent

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE