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LAW OFFICES
BRANNEN, STILLWELL & PERRIN, P.A.

BANK OF INVERNESS BLDG.
320 HIGHWAY 41 SOUTH
INVERNESS, FLORIDA 34450

JOE S. BRANNEN*
CLARK A. STILLWELL
DONALD F. PERRIN**
KEVIN K. DIXON

*OF COUNSEL
**BOARD CERTIFIED IN REAL ESTATE

August 5, 2002

(352) 726-6767
FAX # (352) 726-8283
EMAIL: BSPLaw@TampaBay.RR.com

Mailing Address:
POST OFFICE BOX 250
INVERNESS, FLORIDA 34451-0250

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

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

Re: Spencer Paige Investments Corp.
Articles of Incorporation

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation, and the Acceptance of Registered Agent for the above reference corporation, along with our firm's check in the amount of \$78.75 to cover the costs. Please return a certified copy to our office once the document has been filed.

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

Very truly yours,

BRANNEN, STILLWELL & PERRIN,


Leslie J. Ostergard
Assistant to Kevin K. Dixon

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TALLAHASSEE, FLORIDA

/s/
Enclosures

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ARTICLES OF INCORPORATION
OF
SPENCER PAIGE INVESTMENTS CORP.

ARTICLE I
NAME

The name of this corporation is SPENCER PAIGE INVESTMENTS CORP., with its principal office address being located at 3013 SW Marco Lane, Palm City, Florida, 34490.

ARTICLE II
DURATION

This corporation shall have perpetual existence.

ARTICLE III
PURPOSE

This corporation is organized for the following purposes:

1. To purchase, improve, develop, hold and own real estate and lease, mortgage and sell the same in such parts or parcels improved or unimproved, and on such terms as to time and manner of payment as this corporation may, by its shareholders agree upon.
2. To maintain and operate gas stations, sell petroleum products and related amenities and conduct all business appertaining thereto, and to have and to receive all the rights and emoluments thereto belonging.
3. To carry on business, in the United States or elsewhere as factors, agents, commission merchants or merchants to buy, sell and deal in, at wholesale or retail, merchandise, goods, wares and commodities of every sort, kind or description and to carry on any other business whether manufacturing or otherwise, which can be conveniently carried on with any of the company's objects; to open stores, offices or agencies throughout

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the United States or elsewhere, or to allow or cause the legal estate and interest in any properties or business acquired, established or carried on by the company to remain or be vested in the name of or carried on by any other company formed or to be formed, and either upon trust for or as agents or nominees of this company, and to manage the affairs to take over and carry on the business of any such other company formed or to be formed, and to exercise all or any of the powers of such company, or of holders of shares of stock or securities; to purchase or otherwise acquire and undertake all of any part of the business; property and liabilities of any persons or company, carrying on any kind of business which this company is authorized to carry on; to enter into partnerships or into any arrangement for sharing profits, union of interest, reciprocal concessions, joint ventures, or cooperate with any person which this company is authorized to carry on; or any business or transaction capable of being conducted, so as, directly or indirectly, benefit this company.

4. To lend money, either with or without security, and generally to such person and upon such terms and conditions as this corporation may think fit, and in particular for the purpose of undertaking to build or improve any property in which this corporation is interested as tenants, builders or contractors.

5. To conduct a general brokerage agency and commission business for others in the purchase, sale and management of real estate or personal property for others and negotiating loans thereon.

6. To purchase and sell for others personal property, stocks, bonds and notes and to negotiate loans thereon for others.

7. To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise, and real and personal property of every class and description.

8. To acquire and pay for, in cash and otherwise, stocks and bonds of this corporation, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligation or liabilities of any person, firm, association, or corporation.

9. To acquire, hold, use, sell, assign, lease, grant license and privileges, inventions, improvements, and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

10. To guarantee, purchase, hold, vote, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of or any bonds, securities, or evidence of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state, country, nation, government, and while the owner thereof, to exercise all of the rights, powers and privileges of ownership.

11. To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage pledge, deed or trust, or otherwise.

12. To purchase, hold, sell and transfer the shares of its capital stocks; PROVIDED, it shall not use its funds or property for the purchase of its own shares of capital stock which such use would cause any impairment of its capital; and PROVIDED

FURTHER, that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

13. To have one or more offices to carry on all or any of its operations and businesses and without restrictions or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories, colony or country.

14. In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise and to have and exercise all the powers conferred to the laws of Florida upon corporations, and to do any or all of the things above set forth to the same extent as natural persons might or could do.

15. To transact any or all lawful business.

The foregoing clauses shall be construed both as objects and powers and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

The above and foregoing businesses enumerated are intended as illustrative and not restrictive, and this corporation shall have the power to handle such other business or businesses, either in its own behalf or as agent or broker for others, and shall further engage in any or all like or kindred business which may be necessary or profitable in conjunction with the businesses above enumerated; and generally shall have and exercise all powers, privileges, and immunities or businesses of like kind and nature incorporated under the laws

of the State of Florida, and shall enjoy the privileges and immunities pertaining to incorporators under the laws of the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred shares (7,500) of one dollar (\$1.00) par value common stock, which shall be designated as "common shares."

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (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 OFFICE AND AGENT

The street address of the initial registered office of this corporation is 320 Highway 41 South, Inverness, Florida, 34450, and the name of the initial registered agent of this corporation is Kevin K. Dixon, Esquire.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less

than one (1). The name and address of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
Robert Coble	3013 SW Marco Lane Palm City, FL 34990

ARTICLE VIII
MANAGEMENT BY SHAREHOLDERS

The shareholders, subject to any specific written limitations or restrictions imposed by law or by these Articles of Incorporation shall direct the carrying out of the purposes and exercise the powers of the corporation. The affairs and business of this corporation shall be managed and its corporate powers exercised by its shareholders.

ARTICLE IX
INCORPORATOR

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

Robert Coble
3013 SW Marco Lane
Palm City, FL 34990

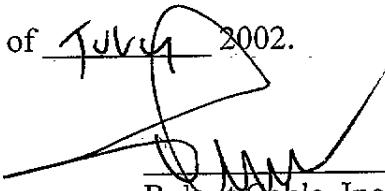
ARTICLE X
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

ARTICLE XI
AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the 8 day of July 2002.

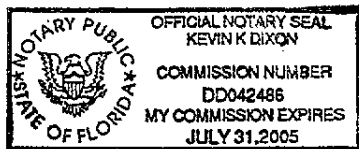


Robert Coble, Incorporator

STATE OF FLORIDA
COUNTY OF Martin

The foregoing instrument was acknowledged before me this 8 day of July 2002 by ROBERT COBLE, who:

is personally known to me _____ (yes/no)
produced identification _____ (yes/no)
I.D. produced _____ (if applicable)





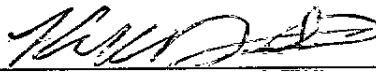
NOTARY PUBLIC

Name: _____
Commission Expires: _____
Commission No.: _____

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for SPENCER
PAIGE INVESTMENTS, INC., at the place designated in these Articles, I 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.

DATED: July 8 2002.



Kevin K. Dixon

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