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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : FOLEY & LARDNER OF TAMPA
Account Number : 071344001620
Phone : (813)229-2300
Fax Number : (813)221-4210

FLORIDA PROFIT CORPORATION OR P.A.

Spence & Gold Financial, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03 4
Estimated Charge	\$78.75

D. WHITE AUG 29 2002

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**Articles of Incorporation
of**

Spence & Gold Financial, Inc.

THE UNDERSIGNED, acting as the sole Incorporator of Spence & Gold Financial, Inc. ("Corporation") under the Florida Business Corporation Act, Chapter 607, Florida Statutes, as hereafter amended and modified, hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I

Name

The name of the Corporation is: Spence & Gold Financial, Inc.

ARTICLE II

Shares

The total number of shares of capital stock that the Corporation shall have the authority to issue shall be one million (1,000,000) shares of Common Stock having a par value of \$.001 per share ("Common Stock").

ARTICLE III

Principal Office

The address of the principal office of the Corporation is 201 E. Kennedy Boulevard, Suite 412, Tampa, Florida 33602.

ARTICLE IV

Directors

This Corporation shall initially have two (2) Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The names of the initial Directors of this Corporation are Louis Robert Spence and Jeffrey Gold.

Steven W. Vazquez, Esquire
Florida Bar # 0003042
Foley & Lardner
100 N. Tampa Street, Suite 2700
Tampa, Florida 33602
Phone: (813) 229-2300

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ARTICLE V
Initial Registered Office and Agent

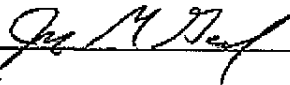
The address of the initial registered office of the Corporation is 201 E. Kennedy Boulevard, Suite 412, Tampa, Florida 33602 and the initial registered agent at such address is Jeffrey Gold.

Incorporator

The name and address of the sole Incorporator of the Corporation is as follows:

Jeffrey Gold
201 E. Kennedy Boulevard
Suite 412
Tampa, Florida 33602

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned Incorporator as of the 28 day of August, 2002.



Jeffrey Gold
Incorporator

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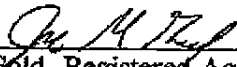
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**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article V of the foregoing Articles of Incorporation as the initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as the registered agent of Spence & Gold Financial, Inc.

DATED: Effective this 28th day of August, 2002.



Jeffrey Gold, Registered Agent

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TALLAHASSEE FLORIDA

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