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**FLORIDA PROFIT CORPORATION OR P.A.**

**SPECTRUM HOLDINGS, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
SPECTRUM HOLDINGS, INC.**

The undersigned, being a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be: SPECTRUM HOLDINGS, INC.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 1400 N.W. 9<sup>th</sup> Avenue, #23, Boca Raton, FL 33486.

**ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

BRIAN A. PEARLMAN, ESQ. FLA BAR #0157023  
Adorno & Yoss, P.A.  
350 East Las Olas Boulevard, Suite 1700  
Fort Lauderdale, Florida 33301  
Phone No.: (954) 763-1200

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#### **ARTICLE IV CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Hundred Million (100,000,000) shares of Common stock, par value \$.0001 per share. Series of Preferred stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional, or other rights, including voting rights, qualifications, limitations, or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

#### **ARTICLE V TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE VI REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be AVC Accounting Services, Inc., 6400 N.W. 6th Way, Suite 310, Ft. Lauderdale, FL 33309.

#### **ARTICLE VII BOARD OF DIRECTORS**

This Corporation shall have (1) Director initially.

#### **ARTICLE VIII INITIAL DIRECTOR**

The name and address of the initial Director of this corporation is Richard Aulicino, 1400 N.W. 9<sup>th</sup> Avenue, #23, Boca Raton, FL 33486.

**ARTICLE IX  
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Richard Aulicino, 1400 N.W. 9<sup>th</sup> Avenue, #23, Boca Raton, FL 33486.

**ARTICLE X  
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE XI  
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE XII  
CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on this 24 day of September 2003.

A handwritten signature in black ink, appearing to read 'Richard Aulicino', is written over a horizontal line.

Richard Aulicino, Incorporator

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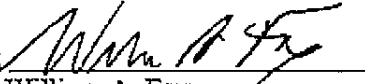
**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

SPECTRUM HOLDINGS, INC., a corporation existing under the laws of the State of Florida, with its principal office and mailing address 1400 N.W. 9<sup>th</sup> Avenue, #23, Boca Raton, FL 33486, has named, AVC Accounting Services, Inc. with its address at 6400 N.W. 6th Way, Suite 310, Ft. Lauderdale, FL 33309, as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

AVC Accounting Services, Inc.

By:   
William A. Fox  
President

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