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CAPITAL CONNECTION 222 2 2 10 23 03 11 01 NO. 9 8 105

Florida Department of State  
Division of Corporations  
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FLORIDA PROFIT CORPORATION OR P.A.

SPFivehundred, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Incorporation  
Of  
SPFivehundred, Inc.

ARTICLE I

Nature and Duration

The name of the Corporation is SPFivehundred, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 600 Oak Avenue, Sanford, Florida, 32771.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 600 Oak Avenue, in the City of Sanford, County of Seminole. The name of the registered agent at such address is Lacy K. Loar.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

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The total number of shares of capital stock which the Corporation has the authority to issue is 10,000,000 shares of common stock ("common stock") \$0.001 par value per share.

#### ARTICLE VI

##### Incorporator

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

Name:

Address:

Lacy K. Loar

600 Oak Avenue  
Sanford, Florida 32771

#### ARTICLE VII

##### Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one, to be elected at the organizational meeting. Each director shall serve until the next annual meeting of shareholders.
2. If any vacancy occurs in the board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
3. The name and mailing address of the person who shall serve as the sole incorporator of the Corporation until at least one director is selected at the organizational meeting of the Corporation is as follows:

Name:

Address:

Lacy K. Loar

600 Oak Avenue  
Sanford, Florida 32771

#### ARTICLE VIII

##### Amendments

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

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## ARTICLE IX

## Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

## ARTICLE X

## Indemnification

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

## ARTICLE XI

## Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect, then transfers of the Corporation's common stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true.

DATED this 22nd day October, 2003

By.

  
Lacy K. Loar

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That SPFFivehundred, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Sanford, County of Seminole, State of Florida, has named Lacy K. Loar, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGEMENT:

Having been named to accept service of process and serve as registered agent for the above stated corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statutes relative in keeping open said office, and further states that it is familiar with Sec. 607.0501, Florida Statutes.

By:



Lacy K. Loar

DATED: October 22, 2003

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