

OCT-24-2003 16:51

GRAY HARRIS

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FLORIDA PROFIT CORPORATION OR P.A.

SpinDawg, Inc.

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GRAY HARRIS

Article No. 321 727 8100 P.02
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

SpinDawg, Inc.

ARTICLE I - NAME

The name of this corporation is SpinDawg, Inc.

ARTICLE II - ADDRESS

The principal office and mailing address of the corporation is 200 Ocean Avenue,
Suite 201, Melbourne Beach, Florida 32951.

ARTICLE III - DURATION

This corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business
for which corporations may be incorporated under Chapter 607, *Florida Statutes*.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue one million (1,000,000) shares of \$0.01 par
value common stock.

JOHN R. KANCILLA, ESQ.
FLORIDA BAR NO. 0381195
GRAY, HARRIS & ROBINSON, P.A.
1800 West Hibiscus Blvd., Ste. 138
Melbourne, FL 32901
Telephone: 321-727-8100
Facsimile: 321-984-4122
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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

1800 West Hibiscus Boulevard, Suite 138
Melbourne, Florida 32901

The name of the initial registered agent of this corporation at that address shall be:

JOHN R. KANCILIA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. This corporation shall have four directors 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.

B. The names and addresses of the initial directors of this corporation are as follows:

<u>Name</u>	<u>Street Address</u>
W. ROBERT ADDINGTON, II, D.O.	200 Ocean Avenue, Suite 201 Melbourne Beach, FL 32951
RANDALL A. ADDINGTON	3548 Sandpiper Land Melbourne, FL 32935
EDUARDO MORALES	1214 West Jonquill Avenue McAllen, TX 78501
WAYNE D. RASMUSSEN	3200 Goshen Road New Town Square, PA 19073

ARTICLE VIII - INCORPORATOR

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

Name

Address

JOHN R. KANCILIA

1800 West Hibiscus Boulevard, Suite 138
Melbourne, Florida 32901

ARTICLE IX - BYLAWS

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

ARTICLE X - 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 incorporator has executed these Articles of Incorporation this 24th day of October, 2003.



JOHN R. KANCILIA, Incorporator

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

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Having been named as the registered agent in the Articles of Incorporation of
SpinDawg, Inc., I hereby accept and agree to act in this capacity.



JOHN R. KANCILIA