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Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.
SPEAR FRANKLIN CORP.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

OF

SPEAR FRANKLIN CORP.

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SPEAR FRANKLIN CORP.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation, including the operation of development and sale of real estate and new homes.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock having a par value of \$1.00 per share. The corporation will begin business with One Hundred dollars (\$100.00).

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ARTICLE IV. ADDRESS

The principal office and mailing address of the Corporation is 3721 S.W. 47th Avenue, Suite 307, Fort Lauderdale, Florida 33314.

ARTICLE V. REGISTERED OFFICE

The street address of the initial registered office of the corporation shall be 10081 Pines Boulevard, Suite C, Pembroke Pines, Florida 33024, and the name of the initial registered agent of the corporation at the aforesaid address is Arnold M. Straus, Jr., Esq.

ARTICLE VI. TERM OF EXISTENCE

This Corporation shall commence upon filing these Articles with the Secretary of State and it shall exist perpetually.

ARTICLE VII. PREEMPTIVE RIGHTS

Every shareholder, shall have the right to purchase his pro rata share of any new stock issued by Corporation at the price at which it is offered to others.

ARTICLE VIII. DIRECTORS

This corporation shall have two directors initially and the number of directors may be increased or diminished from time to time as provided in the By-Laws, but shall never be less than one. The names and street address of the initial members of the Board of Directors is:

JEFFREY N. SPEAR

3721 S.W. 47th Avenue, Suite 307
Fort Lauderdale, Florida 33314

DAVID A. SPEAR

3721 S.W. 47th Avenue, Suite 307
Fort Lauderdale, Florida 33314

ARTICLE IX. OFFICERS

The names and addresses of the officers of the corporation who shall hold office for the corporation until successors are elected or appointed are:

President

JEFFREY N. SPEAR

3721 S.W. 47th Avenue, Suite 307
Fort Lauderdale, Florida 33314

Vice President/Secretary/Treasurer

DAVID A. SPEAR

3721 S.W. 47th Avenue, Suite 307
Fort Lauderdale, Florida 33314

ARTICLE X. SUBSCRIBER

The name and street address of the subscriber of these Articles of Incorporation is:

Arnold M. Straus, Jr.

10081 Pines Boulevard
Suite C
Pembroke Pines, Florida 33324

The undersigned has executed these Articles of Incorporation on this 4 day of March, 2004.



ARNOLD M. STRAUS, JR.

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 4 day of March, 2004, by Arnold M. Straus, Jr., who is personally known to me.



Kimberly Jo Griffin
NOTARY PUBLIC, State of Florida

My Commission Expires:

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TOTAL P.06

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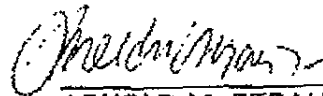
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

First-That SPEAR FRANKLIN CORP. desiring to organize under the laws of the
State of Florida with its principal office, as indicated in the Articles of Incorporation at
3721 S.W. 47th Avenue, Suite 307, Fort Lauderdale, Florida 33314, County of
Broward, State of Florida, has named Arnold M. Straus, Jr., located at 10081 Pines
Boulevard, Suite C, Pembroke Pines, Florida 33024, County of Broward, State of
Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated
corporation at place designated in this certificate, I hereby accept to act in this
capacity, and agree to comply with the provision of said Act relative to keeping open
said office.



ARNOLD M. STRAUS, JR.
RESIDENT AGENT

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