

Division of Corporations

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Division of Corporations
Fax Number : (850) 203-0381

From:

Account Name : BARITZ & COLMAN LLP
Account Number : 120000000130
Phone : (561) 750-0910
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FLORIDA PROFIT CORPORATION OR P.A.**SPEARHEAD ASSET MANAGEMENT, INC.**

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**ARTICLES OF INCORPORATION
OF
SPEARHEAD ASSET MANAGEMENT, INC.**

Pursuant to the provisions of Chapter 607, Florida Statutes, this Corporation adopts the following articles of incorporation:

ARTICLE I - NAME OF CORPORATION:

The name of the corporation shall be SPEARHEAD ASSET MANAGEMENT, INC.

ARTICLE II - PRINCIPAL OFFICE:

The principal place of business and mailing address of the corporation shall be:

150 E. Palmetto Park Road, Suite 750
Boca Raton, Florida 33432

ARTICLE III - SHARES:

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - INITIAL DIRECTORS AND OFFICERS:

The business of the corporation shall be managed by a Board of Directors. There shall be two (2) directors, initially. The number of Directors may be increased, and after such increase, decreased from time to time by bylaws adopted by the shareholders. In no event shall the number of Directors be less than one. The names, respective titles and addresses of the initial directors and officers of the corporation are:

<u>Name:</u>	<u>Title:</u>	<u>Address:</u>
Todd Tessier	President/VP	150 E. Palmetto Park Rd. Suite 750 Boca Raton, FL 33432
Todd Tessier	Sec/Treas.	150 E. Palmetto Park Rd. Suite 750 Boca Raton, FL 33432

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ARTICLE V - INDEMNIFICATION:

Any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether or not brought by or in the right of the corporation, by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by the corporation (unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct), against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding including any appeal thereof. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized by this Article. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which any such person may otherwise be entitled apart from this Article.

ARTICLE VI - BYLAWS:

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS:

The name and address of the initial registered agent is:

Neil S. Baritz, Esq.
Baritz & Colman, LLP
150 East Palmetto Park Road, Suite 750
Boca Raton, FL 33432

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ARTICLE VII - INCORPORATOR:

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

Neil S. Baritz, Esq.
Baritz & Colman, LLP
150 East Palmetto Park Road, Suite 750
Boca Raton, FL 33432

20th The undersigned incorporator has executed these Articles of Incorporation this day of August, 2004.


Neil S. Baritz, Esq., Incorporator

I, Neil S. Baritz, am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Neil S. Baritz, Esq., Registered Agent

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