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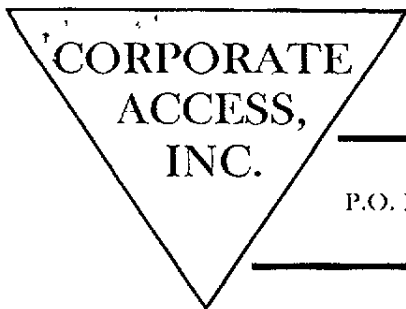


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articles

1.

Spence Consulting Group, Inc.
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

ARTICLES OF INCORPORATION
OF
SPENCE CONSULTING GROUP, INC.

The undersigned, as incorporator, forms a corporation within the meaning of the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I - NAME

The name of the Corporation is: **SPENCE CONSULTING GROUP, INC.**

ARTICLE II - DURATION

The duration of the Corporation is perpetual. Corporate existence is to commence on the filing of the Articles of Incorporation.

ARTICLE III - PURPOSES

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - PRINCIPAL OFFICE OR MAILING ADDRESS

The address of the initial principal office and the mailing address of this Corporation are: 2804 Corrie Way, Tampa, Florida 33618.

ARTICLE V - SHARES

The number of shares this Corporation is authorized to issue shall be 2,000 shares with a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office and the name of its initial registered agent at that office are Ken Spence, 2804 Corrie Way, Tampa, Florida 33618

ARTICLE VII - OFFICERS

The names and addresses of the officer(s) of this Corporation are:

Ken Spence
2804 Corrie Way
Tampa, Florida 33618

President/Secretary/Treasurer

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ARTICLE VIII - INCORPORATOR

The name and address of the incorporator(s) of this Corporation are:

Ken Spence 2804 Corrie Way
Tampa, Florida 33618

ARTICLE VIII - BOARD OF DIRECTORS

The business affairs of this Corporation shall be managed by a Board of Directors consisting of not less than 1 member, as established by the By-Laws. The name and address of the director for the first calendar year of the Corporation's business are:

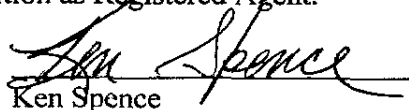
Ken Spence 2804 Corrie Way
Tampa, Florida 33618

IN WITNESS WHEREOF, for the purpose of forming a Corporation under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation this 14th day of September, 2005.


Ken Spence

ACCEPTANCE OF REGISTERED AGENT

Having been appointed as the initial Registered Agent for **SPENCE CONSULTING GROUP, INC.**, as stated in the foregoing Articles of Incorporation, Ken Spence hereby accepts such appointment as Registered Agent. Such Registered Agent is familiar with and accepts the obligations of the position as Registered Agent.


Ken Spence

Dated: September 14, 2005

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