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(City/State/Zip/Phone #)

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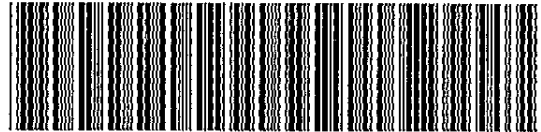
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2005 JAN 31 PM 3:01
TALLAHASSEE FLORIDA

2/3/06

COVER LETTER

2006 JAN 31 PM 3:01

FLORIDA
TALLAHASSEE FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Spencer Smith Asset Management, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Lance D. MacKenzie

Name (Printed or typed)

8555 SW 12th Lane

Address

Gainesville, Florida 32607

City, State & Zip

352-331-1100

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
SPENCER SMITH ASSET MANAGEMENT, INC.**

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2006 JAN 31 PM 3:01

STATE
TALLAHASSEE FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. The name of the Corporation shall be:

Spencer Smith Asset Management, Inc.

ARTICLE II. The principal place of business and mailing address of the Corporation shall be:

**2076 Longbeach Road
Big Pine Key, Florida 33043**

ARTICLE III. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

**1,000 shares of No Par Value Common Stock, with identical rights
and privileges, the transfer of which is restricted according to the
bylaws of the Corporation.**

ARTICLE IV. The name and address of the Corporation's initial registered agent is:

**H.G. Spencer Smith
2076 Longbeach Road
Big Pine Key, Florida 33043**

ARTICLE V. The name and street address of the incorporator of this Corporation:

**H.G. Spencer Smith
2076 Longbeach Road
Big Pine Key, Florida 33043**

ARTICLE VI. No Director shall be held liable to the Corporation or its shareholders for monetary damages due to breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the forgoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

1-23-06
Date

H.G. Spencer Smith
Signature of Incorporator

H.G. Spencer Smith
Printed Name of Incorporator

**CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT**

Pursuant to Section 607.0501 of the Florida Business Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name of the Corporation is:

Spencer Smith Asset Management, Inc.

2. The name and address of the Corporation's registered agent and registered office is:

**H.G. Spencer Smith
2076 Longbeach Road
Big Pine Key, Florida 33043**

Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature of Registered Agent

1-22-06

Date of Signature

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