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Division of Corporations

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: JOHN CLAPPER III P.A.

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FLORIDA PROFIT/NON PROFIT CORPORATION

ERIC D. SPENCER ENTERPRISES, INC.

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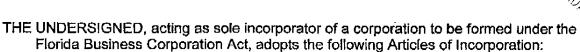
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ARTICLES OF INCORPORATION OF ERIC D. SPENCER ENTERPRISES, INC.



FIRST: The name of the corporation (the "Corporation") is:

ERIC D. SPENCER ENTERPRISES, INC.

SECOND: The initial principal office and mailing address [specify both if different] of the Corporation is:

ERIC D. SPENCER ENTERPRISES, INC. 2325 VANDERBILT BEACH ROAD #201 NAPLES, FLORIDA 34109

THIRD: The aggregate number of shares that the Corporation is authorized to issue is One Thousand (1,000) shares of common stock and the par value of each share shall be one dollar par value (\$1.00). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

ERIC D. SPENCER ENTERPRISES, INC. 2325 VANDERBILT BEACH ROAD #201 NAPLES, FLORIDA 34109

and the name and address of the Corporation's initial registered agent at such address is:

ERIC D. SPENCER
ERIC D. SPENCER ENTERPRISES, INC.
2325 VANDERBILT BEACH ROAD #201
NAPLES, FLORIDA 34109

FIFTH: The number of directors constituting the initial Board of Directors of the Corporation is one (1), and the name and address of each person who is to serve as a director of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, is:

ERIC D. SPENCER ERIC D. SPENCER ENTERPRISES, INC. 2325 VANDERBILT BEACH ROAD #201 NAPLES, FLORIDA 34109 SIXTH: The name and address of the sole incorporator is:

John Clapper III, Esq. 5147 Castello Drive Naples, FL 34103

John Clapper III Sole Incorporator

I, ERIC D. SPENCER, having been designated to act as registered agent, hereby agree to act in this capacity.

ERIC D. SPENCER Initial Registered Agent

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