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FILED
95 JUL 24 PM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 21, 1995

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Incorporation of Spencer Construction, Inc.

Dear Sir:

Enclosed herewith is my check in the amount of \$122.50, representing your file fee plus certified copy charge. Also enclosed is the Acceptance by Registered Agent and Articles of Incorporation for Spencer Construction, Inc.

Please file the corporate documents and return to me a certified copy of same along with your certificate of incorporation. Thank you for your assistance with this request.

Very truly yours,

Bryant S. Carroll, Jr.
Bryant S. Carroll, Jr.

BSC,Jr.:lmp

Enclosures

**ARTICLES OF INCORPORATION
OF
SPENCER CONSTRUCTION, INC.**

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I, the undersigned, desiring to form a corporation under the laws of the State of Florida declare and certify as follows:

ARTICLE I

The name of the corporation is Spencer Construction, Inc.

ARTICLE II

The duration of this corporation shall be perpetual unless sooner terminated. The corporation shall be deemed to commence on the date of execution and at the time of acknowledgement of these Articles.

ARTICLE III

This corporation is organized for the purposes of engaging in any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act as in effect at the date of commencement hereof and as amended thereafter.

ARTICLE IV

This corporation is authorized to issue 7,500 shares of capital stock of the par value of \$1.00 per share all of which shall be of the same class and shall be designated common stock.

The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the board of directors, may be transferred thereto.

In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution pro rata of the remaining assets of the corporation.

Each share of common stock shall have equal and full voting rights and powers and the holders of record thereof shall be entitled to one vote for each share so held. For the purposes of

meetings of shareholders, the number of shares required to constitute a quorum shall be a majority of the shares entitled to vote.

ARTICLE V

The street address of this corporation's initial registered office is 752 Blanding Boulevard, #129, Orange Park, Florida 32065, and the name of the corporation's initial registered agent at that address is Jesse Spencer. The corporation's principal office is 752 Blanding Boulevard, #129, Orange Park, Florida 32065.

ARTICLE VI

This corporation shall have three directors initially. The number of directors may be increased or decreased from time to time in accordance with provisions set forth in the By Laws, but shall never be less than one or more than five. The names and addresses of the initial directors are:

Jesse Spencer
752 Blanding Boulevard, #129
Orange Park, Florida 32065

Lena Spencer
752 Blanding Boulevard, #129
Orange Park, Florida 32065

Roger Zeigler
752 Blanding Boulevard, #129
Orange Park, Florida 32065

ARTICLE VII

The power to adopt, alter, amend or repeal the By Laws shall be vested in the board of directors.

ARTICLE VIII

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE IX

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or any amendment thereto and all rights conferred upon shareholders and the board of directors in these Articles of Incorporation or any amendment is subject to this reservation.

ARTICLE X

Any action of the shareholders may be taken without a meeting if consent in writing shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Notice of any such action so taken shall be given within ten (10) days of the date of such action to those shareholders entitled to vote thereon who did not give their consent in writing.

ARTICLE XI

If all or any of the shareholders or subscribers of the stock of the corporation shall enter into any agreement between themselves or with the corporation or third person, abridging, limiting, restricting or changing the rights or interest of any one or more of the shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation, any or all of the stock of the corporation held by them, and if a copy of the agreement is filed with the corporation, all certificates of stock subject to such agreement or restrictions shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee or other fiduciary may be voted, in person or by proxy, and without proof of authority.

ARTICLE XII

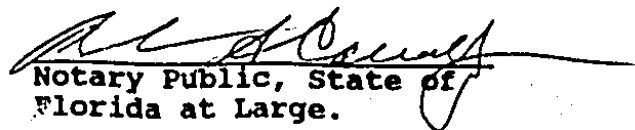
Every shareholder, upon the issuance of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of July, 1995.


JESSE SPENCER

State of Florida
County of Duval

The foregoing Articles of Incorporation were acknowledged
before me this 20th day of July, 1995, by JESSE SPENCER who is
personally known to me.


Notary Public, State of
Florida at Large.

My commission expires:



BRYANT S. CARROLL, JR.
MY COMMISSION # CC314410 EXPIRES
October 10, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

I, JESSE SPENCER, hereby accept the appointment of registered agent for SPENCER CONSTRUCTION, INC. with my office at the corporation's registered office.


JESSE SPENCER