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TO DIVISION OF CORPORATIONS FROM EMPLOYER CORPORATE KEY COMPANY
DEPARTMENT OF STATE 1491 W LAGUER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3894
FAX: (305) 541-3770

((H98000001395))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SPS ACQUISITIONS, INC.

FAX AUDIT NUMBER: H98000001395

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/29/1996

TIME REQUESTED: 15:21:07

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CERTIFICATE OF STATUS: 0

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METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

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ARTICLES OF INCORPORATION
OF
SPS ACQUISITIONS, INC.

ARTICLE I - NAME

The name of this corporation is SPS ACQUISITIONS, INC.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	Common

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

1860 Old Okeechobee Road
#510
West Palm Beach, FL 33409

and the name and address of the initial registered agent of this corporation is:

Prepared by:

RONALD R. FIELDSTONE
FIELDSTONE, LESTER & SHEAR
First Union Financial Center
200 South Biscayne Blvd., Ste. 2100
Miami, Florida 33131
Fla. Bar No. 180029

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Name	Address
Ronald R. Fieldstone	200 S. Biscayne Boulevard Suite 2100 Miami, Florida 33131

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VII - INITIAL
BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name	Address
Richard S. Allen	115 East Putnam Ave. Greenwich, CT 06830
Michael T. Shaw	1860 Old Okeechobee Rd. #510 West Palm Beach, Fl 33409

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Name	Address
Ronald R. Fieldstone	200 S. Biscayne Boulevard Suite 2100 Miami, Florida 33131

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

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ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25 day of January, 1996.


RONALD R. FIELDSTONE
Subscriber

STATE OF FLORIDA)
COUNTY OF DADE) SS.

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Ronald R. Fieldstone who is known to me or who has produced _____ as identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25 day of January, 1996.


Signature

Print (Notary's Name)
Notary Public, State of Florida



KATHLEEN A. KALICH
MY COMMISSION EXPIRES
NOVEMBER 20, 1997
SERIES 1001 TWIN PINE REPRODUCED, INC.

Notarial Seal:

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PUBLIC ACCESS SYSTEM
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((H96000017788 6))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000

FROM: KIRSCHNER, MAIN, PETRIE, GRAHAM & TANNER, P. ACCT#: 070372002675
CONTACT: BETTY WILSON
PHONE: (904)354-4141 FAX #: (904)358-2199

NAME: SPS ACQUISITIONS, INC.
AUDIT NUMBER.....H96000017788
DOC TYPE.....REGISTERED AGENT CHANGE
CERT. OF STATUS..0 PAGES..... 1
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CONTACT: BETTY WILSON
PHONE: (904)354-4141 FAX #: (904)358-2199

NAME: SPS ACQUISITIONS, INC.

*Craig
Linda*

P6000017788

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: RPE Acquisitions, Inc.
2. The mailing address of the corporation is: 1610 Independent Square
Jacksonville, FL 32202
3. Date of incorporation/qualification: January 30, 1996 Document number: P6000009236
4. The name address of the current registered agent and office:

Ronald R. Fieldstone
200 S. Biscayne Blvd. Suite 2100
Miami, FL 33131

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

James Leslie Main
Kirschner, Main, Graham, Tanner & Demont
One Independent Drive, Suite 2000
Jacksonville, FL 32202

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Mindy Lanigan 12-6-96
(Signature of an officer, chairman or vice chairman of the board) (Date)

Mindy Lanigan - Secretary
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

James L. Main
(Signature of Registered Agent)

12/19/96
(Date)

If signing on behalf of an entity:

James L. Main
(Typed or Printed Name)

(Capacity)

CR2B045(1/95) 696000017788
James L. Main, Esquire
P. O. Box 1559
Jacksonville, FL 32201-1559
(904)354-4141
Florida Bar No: 193367

FILING FEE: \$35.00

END