

FROM ENGLISH, MCCAUGHAN, & O'BRYAN P.A.

02/09/1996 14:07

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FLORIDA DIVISION OF CORPORATIONS

10:10 AM

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TELEPHONIC TELLING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: ENGLISH, MCCAUGHAN & O'BRYAN, P.A.

DEPARTMENT OF STATE

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STATE OF FLORIDA

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DOCUMENT TYPE:

FLORIDA PROFIT CORPORATION OR P.A.

NAME: SPM CONSULTING, INC.

FAX AUDIT NUMBER: H96000001953

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/09/1996

TIME REQUESTED: 10:42:46

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 076067004147

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FAX AUDIT NO. H96000001953

**ARTICLES OF INCORPORATION
OF
SPM CONSULTING, INC.
A FLORIDA CORPORATION**

The undersigned, acting as Incorporator of SPM CONSULTING, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is SPM CONSULTING, INC. and the street address of the initial principal office of the Corporation is 1525 South Andrews Avenue, Suite 206, Fort Lauderdale, Florida 33316.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue 100,000 shares of \$0.01 par value Common Stock.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1525 South Andrews Avenue, Suite 206, Fort Lauderdale, Florida 33316, and the name of the initial Registered Agent of the Corporation at that address is Stuart McClure.

PREPARED BY: JONATHAN J. LICHTMAN
100 N.E. Third Avenue, Suite 1100
Fort Lauderdale, FL 33301
(305) 462-3300
Florida Bar No. 717053

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ARTICLE V

INITIAL BOARD OF DIRECTORS

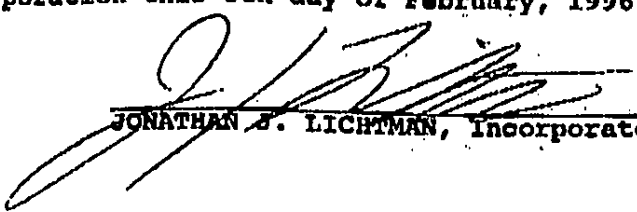
The Corporation shall initially have one Director to hold office until the first Annual Meeting of Shareholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be fewer than one. The name and address of the initial Director of the Corporation is Stuart McClure, 2730 Northeast 29th Avenue, Apartment A, Lighthouse Point, Florida 33064.

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is Jonathan J. Lichtman, 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8th day of February, 1996.

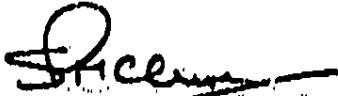

JONATHAN J. LICHTMAN, Incorporator

ACCEPTANCE OF DESIGNATION / 1. REGISTERED AGENT

Having been named as Registered Agent to accept service of process for SPM CONSULTING, INC. at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act 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.

Dated: February 8, 1996

By:


STUART McCLURE, Initial
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA