

196000015205  
**BEALE & ASSOCIATES, INC.**

February 09, 1996

Secretary of State  
Division of Incorporation  
P.O.Box 6327  
Tallahassee, Florida 32314

RECEIVED  
96 FEB 15 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To Whom It May Concern:

Please find enclosed the Articles of Incorporation for:

**D.J. SPENCER SALES, INC.**

I hereby deliver these articles of incorporation and appropriate filing fees and request the Department of State to file these articles of incorporation in accordance with Chapter 607.164 of Florida Statutes.

Sincerely,



Joseph P. Beale

100001715431  
-02/15/96--01027--017  
\*\*\*\*490.00 \*\*\*\*122.50

enclosures: articles of incorporation  
certificate designating place of business and  
naming registered agent

filing fees: articles of incorporation filing  
registered agent  
certified copy

35.00

35.00

52.50

122.50

2-19-96  
TB

# ARTICLES OF INCORPORATION OF

## D.J.Spencer Sales, Inc.

The undersigned incorporator makes, subscribes, acknowledges, and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

### ARTICLE I Name & Address

The name of this corporation is:

**D.J.Spencer Sales, Inc.**

The address of the principle office is:

**P.O.Box 777  
Zellwood, FL 32798**

### ARTICLE II Term of Existence

This corporation shall commence as of the date of the filing on these Articles with the Secretary of State and shall have perpetual existence.

### ARTICLE III Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

### ARTICLE IV Capital Structure

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 750,000 shares of common stock, having a par value of \$ .01 per share.

### ARTICLE V Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be **Delbert J. Spencer**. The street address of the initial registered office of this corporation, which is identical with the business office of the registered agent, is **1721 Hermit Smith Road, Apopka, Florida 32712**.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VI**  
**Board of Directors**

There shall be a Board of Directors for this corporation which shall consist of not less than one(1). Except for the number constituting the Initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

**ARTICLE VII**  
**Initial Board of Directors**

The names and street addresses of the members of the Initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignations, removal from office or deaths:

Name	Address
Delbert J. Spencer	1721 Hermit Smith Road Apopka, FL 32712
Shirley M. Spencer	1721 Hermit Smith Road Apopka, FL 32712

**ARTICLE VIII**  
**Incorporator**

The name and street address of the incorporator is:

Name	Address
Joseph P. Beale	7185 Scott Avenue Tangerine, FL 32777-0493

**ARTICLE IX**  
**Bylaws**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.


**ARTICLE X**  
**Indemnification**

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

**ARTICLE XI**  
**Amendment of Articles of Incorporation**

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

IN WITNESS WHEREOF, the incorporator executed these Articles of Incorporation this 09 day of FEBRUARY, 1996.

  
Joseph P. Beale

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 9th day of Feb., 1996 by Joseph P. Beale, who is personally known to me or who has produced none as identification and who did (did not) take an oath.



ANNE E. BENNETT  
My Commission CC300186  
Expires Apr. 29, 1998  
Bonded by ANB  
800-852-8878

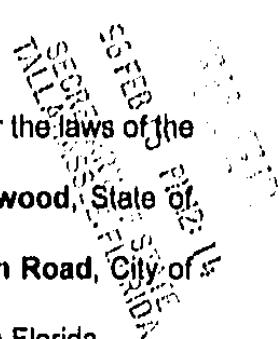
  
Notary Public, State of Florida

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with Chapter 607.034, Florida Statutes,  
the following is submitted:

That **D.J.Spencer Sales, Inc.**, desiring to organize or qualify under the laws of the  
State of Florida, with its principal place of business at the City of Zellwood, State of  
Florida, has named **Delbert J. Spencer** located at 1721 Hermit Smith Road, City of  
Apopka, State of Florida, as its agent to accept service of process within Florida.

The street address of the registered office and the street address of the business  
of the registered agent are identical.

  
Shirley M. Spencer 2-9-96  
Shirley M. Spencer Date  
Secretary

Having been named to accept service of process for the above-named corporation,  
at the place designated in this certificate, I hereby agree to act in this capacity, and I further  
agree to comply with the provisions of all statutes relative to the proper and complete  
performance of my duties.

Delbert J. Spencer  
Delbert J. Spencer  
Registered Agent

2-9-96  
Date