

1201 HAYS STREET  
TALLAHASSEE, FL 32301

800-342-8086

903-890-0000  
903-890-0001



*Handwritten: 9600021793*

ORDER NO. : 9600021793

ORDER DATE : 03/01/96

ORDER TYPE : 12562-101

CUSTOMER NO. : 1239530

*Handwritten: Patricia Pizzuto*

ORDER DATE : March 01, 1996

ORDER TYPE : 12562-101

ORDER NO. : 9600021793

CUSTOMER NO. : 1239530

500001738035

CUSTOMER: PLACE WILSON, Inc.  
601 DSTE IN 8 WILSON, FLA.

Suite 104  
1500 Corporate Center Way  
West Palm Beach, FL 33414

DOMESTIC FILING

NAME: SPIRIT AGENCY, INC.

EFFECTIVE DATE:

XX... ARTICLES OF INCORPORATION  
..... CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

..... CERTIFIED COPY  
XX..... PLAIN STAMPED COPY  
..... CERTIFICATE OF GOOD STANDING

CONTACT PERSON: [illegible]

RECEIVED  
96 MAR -8 PM 3:26  
DIVISION OF CORPORATION 96 MAR -8 PM 1:20  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. BROWN MAR 11 1996

ARTICLES OF INCORPORATION  
OF  
SPIRIT AGENCY, INC.

FILED  
96 MAR -8 PM 1:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SPIRIT AGENCY, INC.

The address of the principal office of this corporation shall be 1500 Corporate Center Way, West Palm Beach, Florida 33414, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be C/O Goldstein & Wilensky, P.A., 1500 Corporate Center Way, Suite 102, West Palm Beach, Florida 33414, and the name of the initial registered agent of the corporation at that address is Mark Wilensky.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Jay Rose	1500 Corporate Center Way
Dir./Pres./	West Palm Beach, Florida 33414
V. Pres./Sec./	
Treas.	

ARTICLE VII. INCORPORATOR

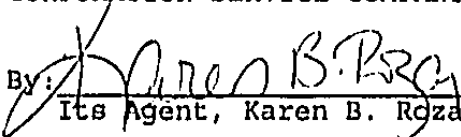
The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of  
Corporation Service Company, has hereunto set their hand  
and seal of Corporation Service Company, on March 8, 1996.

CORPORATION SERVICE COMPANY

By:

  
Its Agent, Karen B. Rozar

VLP/vlp

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

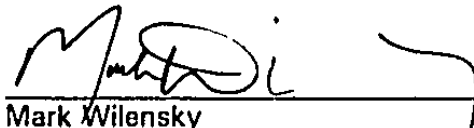
FILED  
96 MAR -8 PM 1:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or  
617.0501, FLORIDA STATUTES, THE UNDERSIGNED  
CORPORATION, ORGANIZED UNDER THE LAWS OF THE  
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT  
IN DESIGNATING THE REGISTERED OFFICE/REGISTERED  
AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: SPIRIT AGENCY, INC.
2. The name and address of the registered agent and office is:

Mark Wilensky  
Goldstein & Wilensky, P.A.  
1500 Corporate Center Way  
Suite 102  
West Palm Beach, FL 33414

*Having been named as registered agent and to accept service of process for  
the above stated corporation at the place designated in this certificate, 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  
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.*

  
\_\_\_\_\_  
Mark Wilensky

March 4, 1996