

JUN-14-1996 17:06

EMPIRE CORPORATE KIT

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TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

14920 FLAGLER ST

STATE OF FLORIDA

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409 EAST GULF STREET

MIAMI FL 33135-

TALLAHASSEE, FL 32319

CONTACT: RAY STORMONT

0000

FAX: (904) 922-4000

PHONE: (305) 541-3694

FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

((H96000008406)))

NAME: SP & CE, INC.

CURRENT STATUS: REQUESTED

FAX AUDIT NUMBER: H96000008400

TIME REQUESTED: 16:39:38

DATE REQUESTED: 06/14/1996

CERTIFICATE OF STATUS: 0

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TALLAHASSEE, FLORIDA

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SECTION OF CORPORATIONS

96 JUN 17 AM 8:00

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JUN-14-1996 17:06

EMPIRE CORPORATE KIT

P.15/18

ARTICLES OF INCORPORATION

OF

SP & CE, INC.

ARTICLE I - NAME

The name of this corporation is SP & CE, 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:

190 N.E. 199th Street
Suite 201
Miami, FL 33179

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
305-982-1555

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

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 two directors 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
Sandra Papunen	190 N.E. 199th Street Suite 201 Miami, FL 33179
Chris Elsdorfer	190 N.E. 199th Street Suite 201 Miami, FL 33179

ARTICLE VIII - INCORPORATOR

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

Name	Address
Sandra Papunen	190 N.E. 199th Street Suite 201 Miami, FL 33179

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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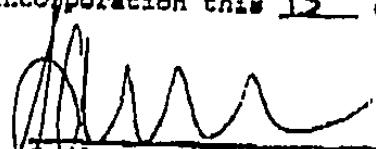
ARTICLE X - INDEMNIFICATION

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 13 day of June, 1996.


Sandra Papunen
Incorporator

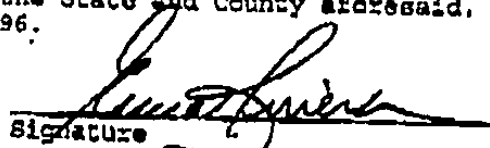
STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Sandra Papunen, 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 13th day of June, 1996.



Notarial, My Commission No. 000076
Expires on 12/31/97


Signature

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

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

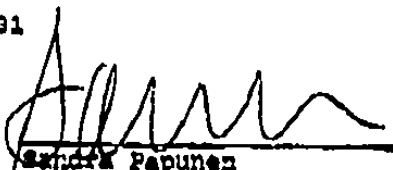
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

SP & CE, INC.

2. The name and address of the registered agent and office is:

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


Sandra Papunen

Title: Incorporator

Date: June 13, 1996.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.


Ronald R. Fieldstone

Date: June 13, 1996.

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