JUN-14-1996 17:06 EMPIRE CORPORATE KIT P.14/18

8 4:39 PM

P96000051451

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

(((H96000008406)))

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W. FLAGLER ST
SUITE 200
MIAMI FL 33135- - 0000
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H96000008406))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SP & CE, INC.
FAX AUDIT NUMBER: H96000008406
DATE REQUESTED: 06/14/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 5
ESTIMATED CHARGE: $122.50

CURRENT STATUS: REQUESTED
TIME REQUESTED: 16:39:38
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H96000008406)))

** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:05:02

FILED
96 JUN 17 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/17

RECEIVED
96 JUN 17 AM 8:00
DIVISION OF CORPORATIONS

(5)

ARTICLES OF INCORPORATION

OF

SP & CE, INC.

FILED
96 JUN 17 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000008406

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

H96000008406

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

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

H96000008406

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 Eisdorfer	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

H96000008406

ARTICLE IX - BY-LAWS

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

H96000008406

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.

OFFICIAL NOTARY SEAL
EMMA RIVERA
COMMISSION NO. CC
MY COMMISSION EXP. DEC. 8,1997

Notarial Seal

Signature

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

H96000008406

9600008406

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

FILED
96 JUN 17 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sandra Papunen

Title: Incorporator

Date: June 13, 1996.

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.

ff\papunen\sp.art

9600008406