

MARGARET A. WHARTON, P.A.

ATTORNEY AT LAW

TELEPHONE
904/366-2000
FAX
904/366-2226

STREET ADDRESS
406 SOUTH CENTRAL AVENUE
OWIEDO, FLORIDA 32066

MAILING ADDRESS
POST OFFICE BOX 69122
OWIEDO, FLORIDA 32067-1122

09600009885/

SECRETARY OF THE STATE OF FLORIDA
The Capital
Tallahassee, Florida 32304

700002021547--4
-12/06/96--01007--007
***122.50 ***122.50

Re: Spaulding Company

To Whom It May Concern:

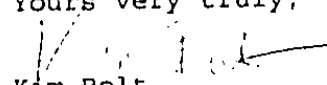
I have enclosed the original and a copy of the Articles of Incorporation for the above referenced corporation. I have also enclosed our check in the amount of \$122.50 for payment as follows:

| | |
|---------------------------------|-----------------|
| Certified Copy of Articles | \$ 52.50 |
| Articles of Incorporation | \$ 35.00 |
| Designation of Registered Agent | <u>\$ 35.00</u> |
| | \$122.50 |

Upon incorporation, please return the certified copy to our office.

Please contact me if you should need anything further to process this request or have any questions.

Yours very truly,


Kim Bolt
Paralegal

Enclosures: as noted.

12/6

95 DEC -5 PM 3:21

ARTICLES OF INCORPORATION OF
SPAULDING COMPANY

FILED
56 DEC -5 PM 3:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation pursuant to the Florida General Corporation Act, Chapter 607, Florida Statutes, certifies:

ARTICLE I

NAME

The name of the corporation is SPAULDING COMPANY, the principal office is located at 2250 Lucien Way, Suite 100, Maitland, Florida 32751, and the mailing address of this corporation is 2250 Lucien Way, Suite 100, Maitland, Florida 32751.

ARTICLE II

DURATION

The duration of this corporation shall be perpetual.

ARTICLE III

PURPOSE

The general purpose and objective of this corporation is to develop real estate and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV

CAPITAL STOCK

The capital stock of this corporation shall be divided into One Thousand (1000) shares of common stocks with a par value of \$1.00 per share.

ARTICLE V

INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The Registered Agent of this corporation is JOHN E. SPAULDING.
The street address of the registered office of this corporation is:
2250 Lucien Way, Suite 100, Maitland, Florida 32751.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of
Directors shall be two (2), to-wit:

JOHN E. SPAULDING - 695 Minnesota Avenue, Winter Park, FL 32789
CHARLES H. SPAULDING - 14 Ridge Avenue, Kennebunk, Maine 04045


ARTICLE VII

INCORPORATORS

The name and address of the subscriber to these Articles of
Incorporation is:

JOHN E. SPAULDING - 695 Minnesota Ave., Winter Park, FL 32789

IN WITNESS WHEREOF, the subscriber to these Articles of
Incorporation has set his hand and seal this 3 day of December,
1996.


JOHN E. SPAULDING

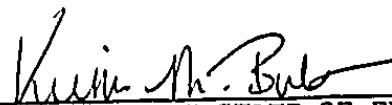
STATE OF FLORIDA
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day personally appeared before
me, the undersigned authority, JOHN E. SPAULDING, who is personally
known to me _____ OR produced FLORIDA DRIVER LICENSE as

identification and who acknowledged before me the execution of the foregoing Articles of Incorporation of SPAULDING COMPANY, as his free and voluntary act for the uses and purposes set forth and expressed herein.

WITNESS my hand and official seal this 3rd day of December, 1996.

(SEAL)


NOTARY PUBLIC-STATE OF FLORIDA
Printed: Kim M. Bolt

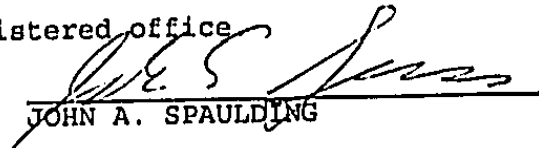


OFFICIAL SEAL
Kim M. Bolt
My Commission Expires 7/8/97
Commission #CC 300517

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS
STATE AND NAMING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the corporation at the place designated in these Articles of Incorporation as the registered office of said corporation, I hereby accept the responsibility to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said registered office.


JOHN A. SPAULDING

SECRETARY OF STATE
TALLAHASSEE FLORIDA

96 DEC -5 PM 3:01

FILED