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JOANNE M. RIESTERER
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TALLAHASSEE, FLORIDA

December 12, 1996

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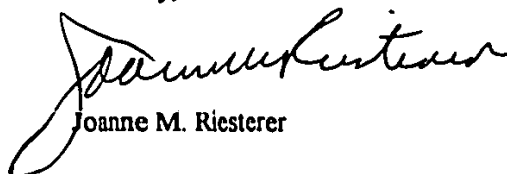
State of Florida
Corporate Division
P.O. Box 6327
Tallahassee, FL 37301

Dear Sir:

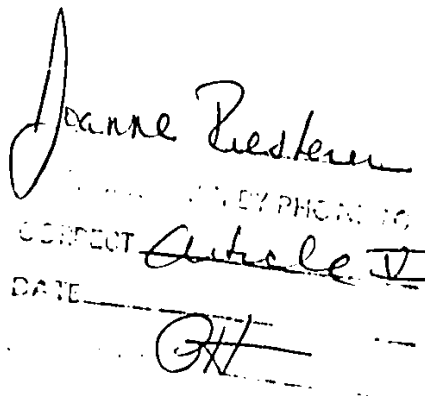
Enclosed is an original and (1) copy of the Articles of Incorporation of SPUDDIE, INC.
for registration, along with a check for \$122.50 to cover the charter fee, etc.

Please return a certified copy to me.

Sincerely,


Joanne M. Riesterer

Enclosures


JOANNE RIESTERER
CORRECT Article II
DATE 1/7/97
GH

GH 1/7/97

ARTICLES OF INCORPORATION
OF SPUDDIE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of 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

The name of this Corporation is: Spuddie, Inc.

ARTICLE II

Term of Existence

This corporation shall commence as of the date of the filing of these Articles of Incorporation 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 7500 shares of common stock, having a par value of \$.10 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor and services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

ARTICLE V

Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be JOANNE M. RIESTERER. The street address of the initial registered office of this corporation, which is identical with the business office of the registered agent, is 746 1/2 North Magnolia Ave., Orlando, Fl 32803. The Board of Directors from time to time may move the registered office to any other address in the State of Florida. The principal address is the same.

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 for 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 resignation, removal from office or death are:

NAME	STREET ADDRESS
Joanne M. Riesterer	746 1/2 Magnolia Ave. Orlando, Fl 32803
Karl F. Riesterer, Jr.	746 1/2 Magnolia Ave. Orlando, Fl 32803
Robert Bouse	1261 Climbing Rose Dr. Orlando, FL 32818

ARTICLE VIII

Incorporator

The name and street address of the incorporator is:

JOANNE M. RIESTERER
746 1/2 N. MAGNOLIA AVE.
ORLANDO, FL 32803

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 THEREOF, the incorporator has executed these Articles of Incorporation
the 12th Day of December, 1996.


JOANNE M. RIESTERER

STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared Joanne M. Riesterer, who is personally known to me/who
produced R236-424-43-711 As identification and did not take an oath, and who
executed the forgoing, and acknowledged before me that she executed the same for the purposes
therein expressed.

Witness my hand and official seal in the county and state named above this 12th
Day of December, 1996.

Carol S. Orsino
Notary Public
State of Florida at Large

My Commission Expires:



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

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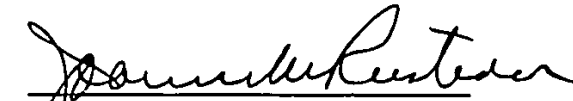
In compliance with Section 48.091, Florida Statutes, the following is submitted:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

That SPUDDIE, INC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Orlando, State of Florida has named Joanne M. Riesterer, 746 1/2 M. Magnolia Ave. Orlando, Florida, 32803 as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated 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.

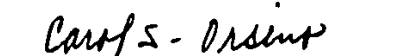


Registered Agent
Dated: 12/12/96

**STATE OF FLORIDA
COUNTY OF ORANGE**

Before me personally appeared Joanne M. Riesterer, who is personally known to me to be the individual described and who executed the foregoing, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state named above this 12th Day of December, 1996.



Notary Public
State of Florida at Large

My Commission Expires:

