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EMPIRE CORPORATE KIT

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: SPENCE FINANCIAL PLANNING GROUP, INC.

AUDIT NUMBER.....H97000000636

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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**ARTICLES OF INCORPORATION
OF
SPENCE FINANCIAL PLANNING GROUP, INC.**

H9700000063

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation and the principal place of business of the corporation shall be:

**SPENCE FINANCIAL PLANNING GROUP, INC.
17583 Lake Park Road
Boca Raton, Florida 33487**

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

**Prepared By:
Thomas Ruffin III, Esquire
Gutter, Josepher, Ruffin & Sheehy, P.A.
100 W. Cypress Creek Road - Suite 900
Ft. Lauderdale, Florida 33309
(305) 938-4555
Florida Bar No. 442119**

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ARTICLE IV

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time shall be:

Number of Shares	Par Value Per Share	Class of Stock
10,000	\$0.01	Common

ARTICLE V

The street address of the initial registered office of the corporation shall be 17583 Lake Park Road, Boca Raton, Florida 33487, and the initial registered agent of the corporation at that address shall be WILLIAM SPENCE.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation shall be the number of persons whose names are set forth below. The name and address of each member of the initial board of directors of the corporation who shall hold office until the first annual meeting of shareholders and his successor shall have been elected and qualified, or until his earlier resignation, removal from office, or death, is:

Name	Address
WILLIAM SPENCE	17583 Lake Park Road Boca Raton, Florida 33487

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VII

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The name and address of the incorporator of the corporation is:

Name

Address

WILLIAM SPENCE

17583 Lake Park Road
Boca Raton, Florida 33487EXECUTED at Boca Raton, Florida on the 10 day of JANUARY, 1997.

Incorporator

BY: William Spence
WILLIAM SPENCE

STATE OF FLORIDA)

COUNTY OF Palm Beach) SS:The foregoing instrument was acknowledged before me by WILLIAM SPENCE, the
Incorporator of SPENCE FINANCIAL PLANNING GROUP, INC., who is personally known to
me and who did take an oath on this 10th day of JANUARY, 1997.Andrea H. Terr
Notary Public
Name of Notary: ANDREA H. TERR
Commission No.: _____

My Commission Expires:

ANDREA H. TERR
MY COMMISSION / COMMISSION EXPIRES
January 1, 1998
BOCADO TRUST TRUST FIDELITY, INC.

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JAN-10-1997 16:58

EMPIRE CORPORATE KIT

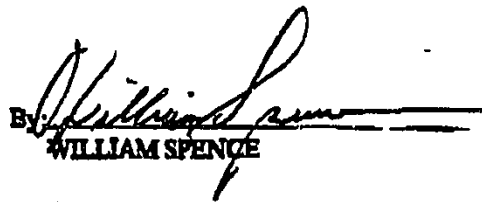
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ACCEPTANCE BY REGISTERED AGENT

H97000000636

Having been appointed the registered agent of SPENCE FINANCIAL PLANNING GROUP, Inc., the undersigned accepts such appointment, agrees to act in such capacity, and accepts the obligations imposed by Florida Statutes Section 607.0505.

Dated this 10 day of JANUARY, 1997.

By: 
WILLIAM SPENCE

SPENCE COR.
01/08/97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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