

MAR-24-1997

15:00

FROM

THE COMPANY CORP

TO

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P.11

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((H97000004880 5))

TO: DIVISION OF CORPORATIONS
(904)922-4001

FAX #:

FROM: THE COMPANY CORPORATION
076660001006

ACCT#:

CONTACT: REGINA CEPHAS
PHONE: (302)575-0440
(302)575-1346

FAX #:

NAME: SPENCER FAMILY SALES, CORP.

AUDIT NUMBER.....H97000004880

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

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TALLAHASSEE, FLORIDA

ru 3/25/97

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ARTICLES OF INCORPORATION
OF
SPENCER FAMILY SALES, CORP.

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

- FIRST: The name of the corporation shall be SPENCER FAMILY SALES, CORP.
- SECOND: The address of the initial registered office of the corporation is 1608 Brook Hollow Dr., Orlando, FL 32824. The name of the agent at said address is Daniel S. Spencer.
- THIRD: The principal address of the corporation is 1608 Brook Hollow Dr., Orlando, FL 32824.
- FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations be organized under the Florida Business Corporation Act .
- FIFTH: The total authorized stock of this corporation is divided into 2 shares at no par value.
- SIXTH: The number of directors constituting the initial board of directors is two, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:
- Brenda Spencer 1608 Brook Hollow Dr., Orlando, FL 32824.
Daniel S. Spencer 1608 Brook Hollow Dr., Orlando, FL 32824.
- SEVENTH: The duration of the corporation is perpetual.
- EIGHT: This is a Close Corporation.
- NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:
- Wendy Snow 1313 N. Market St., Wilmington, DE 19801

This document was prepared by: Wendy Snow
1313 N. Market St.,
Wilmington, DE 19801

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We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 20th day of March, 1997.

Wendy Snow
City of New Castle

State of Delaware

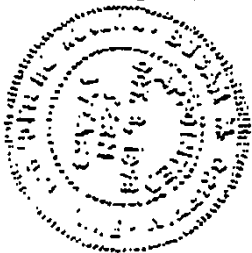
County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 20th day of March, 1997 by Wendy Snow

day of March, 1997 by Wendy Snow
Susan A. Griffin
 Notary Public

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

This document was prepared by Wendy Snow, 1313 Market Street,
Wilmington, DE 19801 (302) 575-0440



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

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this SPENCER FAMILY SALES, CORP.

desiring to organize under the laws of the State of Florida with its principal place of business located in the city of Orlando, State of Florida, has named Daniel S. Spencer located at 1608 Brook Hollow Dr. Orlando, FL 32824

as its agent for service of process within Florida.

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.

Paul S. Spencer

3/17/97
Date

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