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TODD EDWARD BERGER
GREGORY T. ELLIOTT
FREDERICK L. MOUSER *
JENNIFER E. MOUSER

* MEMBER OF FLORIDA
AND INDIANA BAR

* LAW OFFICES
MOUSER & WELLS, P.A.

810 63RD AVENUE NORTH
ST. PETERSBURG, FLORIDA 33702

PLEASE REPLY TO

P.O. BOX 20768
ST. PETERSBURG, FLORIDA 33742

CHRISTOPHER F. WELLS
(1949-1988)

TELEPHONE
(813) 522-3070
FACSIMILE
(813) 522-6406

March 31, 1997

Secretary of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

Re: Spooners, Inc.

Gentlemen:

Enclosed herewith please find duplicate Articles of Incorporation for the above referenced corporation for filing with the Secretary of State. Please return a certified copy to our offices.

We have enclosed our firm's check in the amount of \$122.50 as payment for the required filing fee, registered agent designation, and return to us of a certified copy of the articles.

Thank you for your courtesy and cooperation in this matter.

Yours very truly,



Todd Berger

TB/km
encl.

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-04/07/97-01037-008
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APR 8 1997

FILED
97 APR -7 PM 1:03
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SPOONERS, INC.

FILED
91 APR -7 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

NAME: The name of this corporation shall be SPOONERS, INC., and its initial principal office and address shall be at 3696 Tampa Road, Oldsmar, FL 34677.

ARTICLE II

DURATION: This corporation shall have a perpetual existence.

ARTICLE III

PURPOSE: This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK: The total number of shares of stock which the corporation shall have to issue is 1000 shares of common stock, with a par value of \$1.00 per share. The total number of authorized shares shall have an aggregate par value of \$1,000.00. Each share of authorized stock which is initially sold shall be fully paid for before the corporation begins transaction of business.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE: The name of the initial registered agent of the corporation is TODD BERGER, ESQUIRE, 810 - 63rd Avenue North, St. Petersburg, FL 33702.

ARTICLE VI

BOARD OF DIRECTORS: The management and control of the corporation shall be vested in a Board of Directors of not less than one nor more than five members as provided by the By-Laws of the corporation, said Board to be elected by the stockholders of the corporation at the regular meeting of said stockholders.

If state law so provides, then upon the unanimous written agreement of all the stockholders of the corporation, the above-described Board of Directors may be divested of its power to manage and control this corporation and said power may, pursuant to shareholder agreement, be vested in the shareholders of the corporation. If the shareholders exercise their right to divest the Board of its power to manage and control, then, and whenever the contest requires, the shareholders shall be deemed the directors of the corporation for purposes of applying applicable state law. The name(s) and address(es) of the first Board of Directors are:

DONNA CAROLLO

3696 Tampa Road
Oldsmar, FL 34677

RICHARD CLARK

3696 Tampa Road
Oldsmar, FL 34677

Until the first meeting of stockholders, management and control of this corporation shall be vested in the above Board composed of one director. This director shall hold office until his successors are duly elected and qualified.

ARTICLE VII

OFFICERS: The Board of Directors shall, at its initial meeting, elect a President, Vice-President, Secretary and Treasurer, and such other officers as the Board, from time to time, shall designate. Until the first Board of Directors meeting and until officers are selected thereat, the following person(s) shall hold the below-designated offices until their successors are elected and qualified:

President - DONNA CAROLLO
Secretary/Treasurer - RICHARD CLARK

ARTICLE VIII

INCORPORATOR: The name and address of the incorporator of the corporation is TODD BERGER, 810 - 63rd Avenue North, St. Petersburg, FL 33702.

ARTICLE IX

AUTHORITY TO INCREASE CAPITAL STOCK: The capital stock authorized may be increased by 75% vote of the stockholders at any regular or special meeting called for that purpose by the adoption of an amendment to these articles.

ARTICLE X

SECTION 1244 ELECTION: The first Board of Directors is hereby authorized, directed and empowered to qualify the initial issuance of stock pursuant to the terms and conditions set forth in Internal Revenue Code Section 1244 and the regulations thereunder.

ARTICLE XI

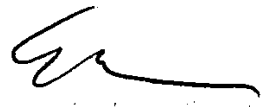
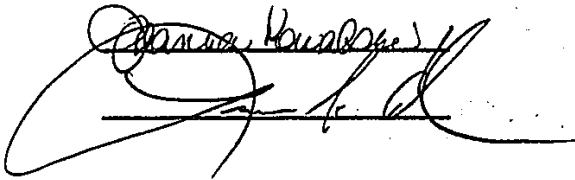
BY-LAWS: The power to adopt, alter, amend or repeal the By-Laws should be vested in the Board of Directors.

ARTICLE XII

AMENDMENT: The power to amend these articles shall be held exclusively by the stockholders. An amendment hereto shall require a 2/3 vote of all outstanding stock.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 31st day of March, 1997.

WITNESSES:

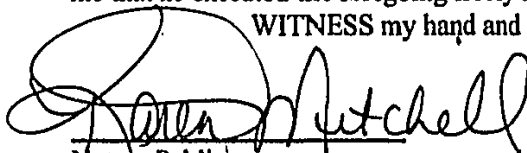


TODD BERGER
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared TODD BERGER, as Incorporator, to me well known to be the person described in and who acknowledged before me that he executed the foregoing freely and voluntarily for the purposes therein expressed.

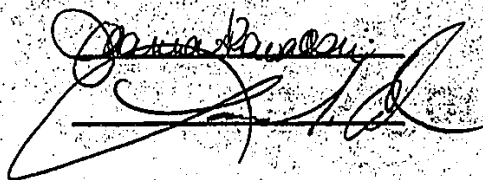
WITNESS my hand and official seal this 31st day of March, 1997.



Notary Public
My commission expires

IN WITNESS WHEREOF, the undersigned registered agent hereby accepts such designation on this 31st day of March, 1997. I am familiar with and accept the duties and responsibilities as Registered Agent for this corporation.

WITNESSES:



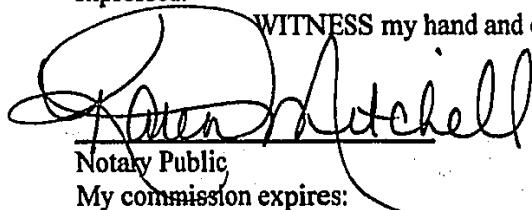
TODD BERGER, ESQUIRE
Registered Agent

FILED
97 APR -7 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared TODD BERGER, ESQUIRE, as Registered Agent, to me well known to be the person described in and who acknowledged before me that he executed the foregoing voluntarily and for the purposes therein expressed.

WITNESS my hand and official seal this 31st of March, 1997.



Notary Public
My commission expires:

