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5/08/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
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NAME: SPICER ENTERPRISES, INC.
AUDIT NUMBER.....H97000007633
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION

Article 1: Name of Corporation SPICER ENTERPRISES, INC.
Address of Corporation 2434 COMMACH COURT
NEW PORT RICHEY, FLORIDA 34655

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Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 1,000, with a par value of \$1.00. (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED OFFICE: SHARI SPICER
and 2434 COMMACH COURT
REGISTERED AGENT: NEW PORT RICHEY, FLORIDA 34655

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation.

Shari Spicer 4/30/97
Signature of Registered Agent Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Secretary/Additional Directors.
1. SHARI SPICER
2434 COMMACH COURT
NEW PORT RICHEY, FLORIDA 34655

Article 5: The Name and Address of the INCORPORATOR is:

SHARI SPICER
2434 COMMACH COURT
NEW PORT RICHEY, FLORIDA 34655

In witness whereof I have subscribed my name

Shari Spicer
Signature of Incorporator
SHARI SPICER

HA7-7633
Prepared by:

ace INDUSTRIES, INC.
64 NW 11th Street
Miami, FL 33136
305-358-2571