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May 27, 1997

Rita Benz, Esq.
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Baker, FL. 32531
904/652-2050 954.433.9447

Department of State
Division of Corporations
Tallahassee, FL. 32314
P.O. Box 6327

RE: Larry Spark's Inc.

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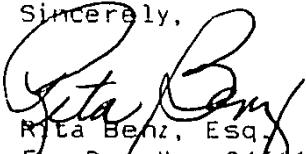
Dear Sir/Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above named proposed Florida corporation.

Also enclosed is a check in the amount of \$122.50, representing the fees for filing, a certified copy, the certificate for registered agent, as well as a self addressed stamped envelope for the return of the documents.

Thank you for your assistance in this matter.

Sincerely,


Rita Benz, Esq.
FL. Bar No. 0464425

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ARTICLES OF INCORPORATION

We, the undersigned natural persons, of the age of twenty-one years or more, acting as incorporators of a corporation, under the Florida Business Act, adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation shall be:

Larry Sparks Inc.

ARTICLE II - DURATION

The period of it's duration is perpetual existence pursuant to the laws of the state of Florida.

ARTICLE III - PURPOSE

The purpose or purposes for which the corporation is organized are:

To engage in any and all business activities or business enterprises permitted under the laws of the United States and the State of Florida, to purchase, sell or hold any and all property, both real and personal, and to engage in any lawful business activity, both foreign and domestic.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is 100 shares of common stock at a par value of \$1.00 per share fully paid and non-assessable.

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ARTICLE V - INITIAL CAPITALIZATION

The corporation shall have an initial capitalization of one hundred dollars (\$100.00).

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial registered address and agent of this corporation shall be: 81 Eastview St., Valpariso, Florida 32580. The initial agent Larry Sparks who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process. The principal office address shall be the same as the registered office address.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

Provisions limiting or denying shareholders the preemptive right to acquire additional or treasury shares of the corporation are none.

The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one. By-Laws may provide for increase or change in the number of directors.

The names and addresses of the directors constituting the initial Board of Directors are:

NAME	ADDRESS
Larry Sparks	81 Eastview Avenue Valpariso, FL 32580
Catherine Sparks	81 Eastview Avenue Valpariso, FL 32580

ARTICLE VIII - CUMULATIVE VOTING

Shareholders of this corporation may vote their stocks cumulatively. Each shareholder shall have the total number of votes which is equal to the number of shares of stock with voting rights

which such shareholder holds multiplied by the number of directors to be elected.

The shareholder may give all of their votes to one candidate or distribute them among as many candidates as the shareholder may wish.

Notice must be given by any shareholder to the President or Vice President of the Corporation not less than 24 hours prior to the time set for the holding of a shareholder's meeting for the election of directors that such shareholder intends to cumulate his vote at said election.

ARTICLE IX - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors; proposed by them to the Stockholders; and approved at a Stockholder's meeting by a two-thirds (2/3) vote of those Stockholders allowed to vote.

ARTICLE X - INCORPORATOR

The Incorporator of the Corporation is Larry Sparks, of 81 Eastview Avenue, Valpariso, FL. 32580 and he has agreed to accept the responsibilities that come with this role.

He further swears that he has executed this document for the purposes herein contained.

Appeared Larry Sparks, known to me to be the person whose name is subscribed to the within these Articles of Incorporation, and he acknowledged to me that he executed the same for the purposes therein contained.

WITNESS my hand and official seal this 5th day of June, 1997.

my commission expires:
Oct 20, 2000

State of Florida
County of Okaloosa


Anita L Root/Notary

ANITA L. ROOT
"Notary Public State of FL"
Comm. Exp. Oct. 20, 2000
Comm. No. CC 594387

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ACCEPTANCE OF REGISTERED AGENT

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

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

FIRST -- That Larry Sparks Inc. desiring to organize or qualify under the laws of the State of Florida, with it's principle place of business, as indicated in the Articles of Incorporation at the City of Valpariso, State of Florida, has named, Larry Sparks, located at 81 Eastview Avenue, City of Valpariso, State of Florida, as its agent to accept service of process within Florida.

SIGNATURE

Larry Sparks

TITLE

incorporator

DATE

4-5-97

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, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE

Larry Sparks

DATE

4-5-97