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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: THE SPEAS FOUNDATION, INC.

AUDIT NUMBER.....H97000010204

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

CERT. OF STATUS..0

PAGES..... 5

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

THE SPEAS FOUNDATION, INC.

ARTICLE I- NAME

The name of this corporation is THE SPEAS FOUNDATION, INC.

ARTICLE II- DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of Five Dollar (\$5.00) par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this

Ronald B. Shnider, Esq.
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Sunrise, FL 33351
(954) 742-2000

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P.02/05

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corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - REGISTERED OFFICE AND AGENT
AND PRINCIPAL PLACE OF BUSINESS

The street address of the corporation's registered office is 4920 N.W. 52nd Court, Tamarac, FL 33319 and the name of the registered agent of this corporation at said address is: GARY L. CURTIS. The principal place of business of the corporation is: 4920 N.W. 52nd Court, Tamarac, FL 33319.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is as follows:

GARY L. CURTIS
4920 N.W. 52nd Court
Tamarac, FL 33319

ARTICLE IX - INCORPORATOR

The name and address of the persons signing these Articles is:

GARY L. CURTIS
4920 N.W. 52nd Court
Tamarac, FL 33319

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

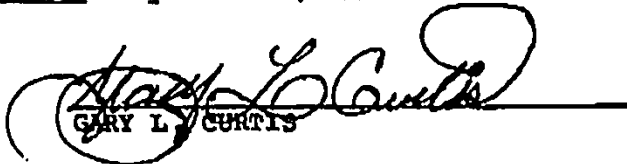
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ARTICLE XI - EFFECTIVE DATE

The effective date of these Articles of Incorporation shall be at 12:01 A.M., June 16th, 1997.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 16th day of June, 1997.


GARY L. CURTIS

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 16th of June, 1997, by GARY L. CURTIS who is personally known to me.


PRINTED NAME:
My Commission Expires:



Linda Lital
MY COMMISSION # 00377341 EXPIRES
November 8, 2001
BROWARD COUNTY PROBATE COURT, INC.

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P.04/05

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

In pursuance of Chapter 607.34, Florida Statutes, the following is submitted in compliance with said Act:

That THE SPEAS FOUNDATION, INC., desiring to organize or qualify under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Tamarac, County of Broward, State of Florida, has named GARY L. CURTIS located at 4920 N.W. 52nd Court, Tamarac, FL 33319, County of Broward, State of Florida, as its agent to accept service of process within this state.


GARY L. CURTIS, Subscriber
Date:

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 agree to comply with the provisions of said Act relative to keeping open said office.


BY GARY L. CURTIS, Registered Agent
Date:

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