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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C RODRIGUEZ

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: SPENCER INVESTORS GROUP, INC.

AUDIT NUMBER.....H97000011370

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

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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ARTICLES OF INCORPORATION

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Article I. Name

The name of this Florida corporation is:
Spencer Investors Group, Inc.

Article II. Address

The mailing address of the Corporation is:
Spencer Investors Group, Inc.
10625 Hammocks Blvd., Suite 514
Miami 33196

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Mark H. Spencer
10625 Hammocks Blvd., Suite 514
Miami FL 33196

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Mark H. Spencer

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6829
(305) 672-0886

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value zero per share.

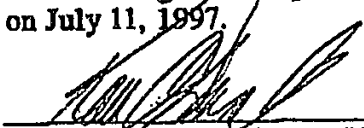
Article VI. Incorporator

The name and address of the incorporator is:
Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on July 11, 1997.

The undersigned incorporator executed these Articles of Incorporation on July 11, 1997.



CORPORATE CREATIONS INTERNATIONAL INC.
Kara O'Donnell Vice President

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629
(305) 672-0886

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

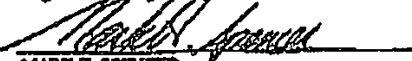
CORPORATION:

Spencer Investors Group, Inc.

REGISTERED AGENT/OFFICE:

Mark H. Spencer
10625 Hammock Blvd., Suite 514
Miami FL 33196

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


MARK H. SPENCER

Date: July 11, 1997

Corporate Creditors International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6229
(305) 572-0222

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