

July 21, 1997

P97000064774

Florida Dept. of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32301

Subj: Incorporation of SPENCER ENTERPRISES & ASSOCIATES, INC.

Dear Sir:

Enclosed please find the following:

000002246570--2
-07/24/97--01062--012
122.50 *122.50

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.

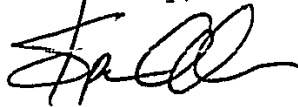
2. My check in the amount of \$122.50 to cover the filing fees.

3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Atlantic Legal Services, Inc., 1592 N. HWY A1A, Satellite Beach, FL 32937.

Thank you for your assistance in this matter.

Sincerely,



Spencer Allen

FILED
97 JUL 24 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 7/28/97

ARTICLES OF INCORPORATION
OF

SPENCER ENTERPRISES & ASSOCIATES, INC.

FILED

97 JUL 24 AM 9:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is
SPENCER ENTERPRISES & ASSOCIATES, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

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

ARTICLE IV. CAPITOL STOCK

This corporation is authorized to issue 100 shares
of \$1.00 par value common stock, which shall be designated
"common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new
stock of this corporation of the same kind, class or series
as that which he already holds, shall have the right to
purchase his pro rata share (as nearly as may be done without
issuance of fractional shares) at the price at which it is
offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 408 Meadowlark Lane, Satellite Beach, Florida, 32937, and the name of the initial registered agent of this corporation at that address is SPENCER ALLEN.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished 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 are:

SPENCER ALLEN
408 Meadowlark Lane
Satellite Beach, Florida 32937

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 408 Meadowlark Lane, Satellite Beach, Florida 32937, and the mailing address of the corporation is P.O. Box 61868, Palm Bay, Florida 32906.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles are:

SPENCER ALLEN
408 Meadowlark Lane
Satellite Beach, Florida 32937

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 21st day of July, 1997.

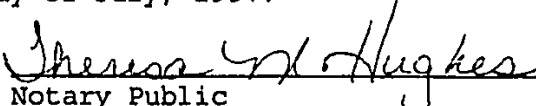

SPENCER ALLEN

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared SPENCER ALLEN to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 21st day of July, 1997.

FL/DL A450-799-62-181-0


Notary Public

NOTARY PUBLIC - STATE OF FLORIDA
THERESA M. HUGHES
COMMISSION # CC656387
EXPIRES 6/23/2001
BONDED THRU ASA 1-018-NOTARY1


DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That SPENCER ENTERPRISES & ASSOCIATES, INC., desiring to
organize under the laws of the State of Florida, with its
principal office at 408 Meadowlark Lane, Satellite Beach, Brevard
County, Florida 32937, has named SPENCER ALLEN, located at 408
Meadowlark Lane, Satellite Beach, Brevard County, Florida 32937,
as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.


SPENCER ALLEN
Registered Agent

FILED
97 JUL 24 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA