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ATTORNEYS AND COUNSELORS AT LAW
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September 12, 1997

* BOARD CERTIFIED CRIMINAL TRIAL LAWYER
** ALSO ADMITTED IN ALABAMA AND WYOMING

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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ATTENTION: NEW FILINGS SECTION

RE: SPENCE/APFEL GROUP, INC.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above Corporation. Please file the original in your office and return to us one certified copy.

Enclosed herewith is check in the amount of \$122.50 covering the filing fee and one certified copy of the Articles of Incorporation.

Sincerely,

Nancy M. Shimet

Nancy M. Shimet
Legal Assistant to
RICHARD P. PETERMANN

/nms

Enclosure

SEP 15

BSB

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 SEP 15 AM 7:57

FILED

ARTICLES OF INCORPORATION
OF
SPENCE/APPEL GROUP, INC.

FILED
97 SEP 15 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is SPENCE/APPEL GROUP, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation is 335 Bayshore Drive, Niceville, Florida 32578.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be RICHARD P. PETERMANN, 25 NE Walter Martin Road, Fort Walton Beach, Florida 32548.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS

The names of the initial directors of this corporation and their street addresses is:

<u>NAME</u>	<u>ADDRESS</u>
William E. Apfel	335 Bayshore Drive Niceville, Florida 32578
Rebecca B. Spence	335 Bayshore Drive Niceville, Florida 32578
W. Ferrol Spence	335 Bayshore Drive Niceville, Florida 32578
Mary C. Apfel	335 Bayshore Drive Niceville, Florida 32578

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:


<u>NAME</u>	<u>ADDRESS</u>
William E. Apfel	335 Bayshore Drive Niceville, Florida 32578

ARTICLE X. AMENDMENT

These 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

stockholders' meeting by at least a majority of the stockholders entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

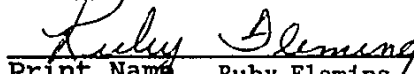
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 29th day of August, 1997.



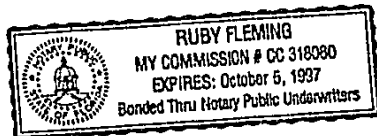
William E. Apfel

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, a Notary Public personally appeared William E. Apfel to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 29th day of August, 1997.




Print Name Ruby Fleming
NOTARY PUBLIC



ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.



RICHARD P. PETERMANN
25 NE Walter Martin Road
Fort Walton Beach, FL 32548

FILED
97 SEP 15 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA