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J. KEVIN DRAKE, P.A.  
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October 17, 1997

Via Overnight

Secretary of State  
State of Florida  
Corporation Department  
409 E. Gaines Street  
Tallahassee, Florida 32399

600002324096--7  
-10/20/97-01084-003  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: Spin City, Inc.

Dear Sir or Madam:

Enclosed you will find the Articles of Incorporation for the above-referenced corporation, fully executed, for filing with the Florida Secretary of State.

I have enclosed a check made payable to the Florida Secretary of State in the amount of \$122.50 for the cost of filing said Articles. Please forward a certified copy of the Articles to the undersigned.

Thank you for your assistance, and please do not hesitate to call me if you have any questions.

Very truly yours,

*J. Kevin Drake /ep*  
J. KEVIN DRAKE

JKD/tlp  
Encls.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 20 PM 1:02

16/12/97

EFFECTIVE DATE

10/16/97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 20 PM 1:02

**ARTICLES OF INCORPORATION**

**OF**

**SPIN CITY, INC.**

These Articles of Incorporation are made and subscribed for the purposes of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

**ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS**

The name and principal office of this Corporation are:

SPIN CITY, INC.  
8307 - 62nd Court East  
Sarasota, Florida 34243

**ARTICLE II - PURPOSE**

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

**ARTICLE III - CAPITAL STOCK**

This Corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock at ONE AND NO/100'S DOLLARS (\$1.00) per share.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 1343 Main Street, Ste. 204, Sarasota, Florida 34236, and the name of the initial registered agent of this Corporation at that address is J. KEVIN DRAKE.

#### ARTICLE V - PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a his notice in

preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

#### ARTICLE VI - RESTRICTIONS ON MEMBERSHIP TO

##### BOARD OF DIRECTORS

This Corporation shall have One (1) director initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than one.

#### ARTICLE VII - INCORPORATOR

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

DAVID M. GREGG  
8307 - 62nd Court East  
Sarasota, Florida 34243

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the shareholders, and except to the extent limited by the shareholders, in the Board of Directors.

ARTICLE IX - DURATION

The existence of this Corporation shall commence on the date of subscription and acknowledgment of these Articles, and shall be perpetual.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16<sup>th</sup> day of October, 1997.

David Gregg  
DAVID M. GREGG  
Incorporator

STATE OF FLORIDA  
COUNTY OF Sarasota

THE FOREGOING INSTRUMENT was acknowledged before me this 16<sup>th</sup> day of October 1997, by DAVID M. GREGG, who is personally known to me or who produced \_\_\_\_\_ as identification and who did not take an oath.

J. Kevin Drake  
Notary Public

Print Name: J. Kevin Drake

My Commission expires: \_\_\_\_\_

[SEAL]



J KEVIN DRAKE  
My Commission C0811503  
Expires Mar. 02, 2000

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First--That, SPIN CITY, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Sarasota, County of Manatee, State of Florida, has named J. KEVIN DRAKE, located at 1343 Main Street, Suite 204, Sarasota, Florida 34236, County of Sarasota, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
J. KEVIN DRAKE  
Resident Agent

STATE OF FLORIDA  
COUNTY OF SARASOTA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 20 PM 1:02

THE FOREGOING INSTRUMENT was acknowledged before me this 17 day of Oct., 1997, by J. KEVIN DRAKE, who is personally known to me or who produced \_\_\_\_\_ as identification and who did not take an oath.

  
NOTARY PUBLIC

Print Name: Lucia Shoemaker  
My Commission expires:

[SEAL]

