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Attorney and Counselor at Law

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FLORIDA BAR NO. 168022

4610 CENTRAL AVENUE
TAMPA, FL 33603

November 6, 1997

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

RE: SPIN DESIGN GROUP, INC.

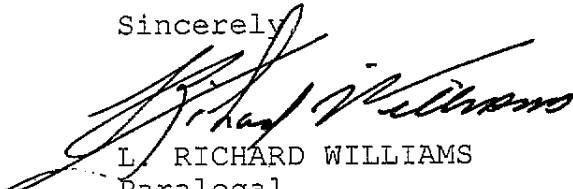
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Dear Sirs:

Enclosed please find the original and two copies of the Articles of Incorporation for the above captioned. Also enclosed is our trust check in the amount of \$122.50 to cover the cost of filing and certified copies of this corporation.

If you should have any questions or need any further information, please do not hesitate to contact our office.

Sincerely


L. RICHARD WILLIAMS
Paralegal

Enclosures

DWC
11-14-97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SPIN DESIGN GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I:

The name of the corporation is: SPIN DESIGN GROUP, INC.

ARTICLE II:

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

ARTICLE III:

This corporation is authorized to issue 1000 shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV:

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 V:

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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI:

The street address of the initial principal office of this corporation is: 10622 Hatteras Drive, Tampa, Florida 33615.

ARTICLE VII:

The registered Agent for this corporation authorized by law to accept service of process is: MONICA HEYMANN, 10622 Hatteras Drive, Tampa, Florida 33615.

ARTICLE VIII:

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

Monica Heymann, 10622 Hatteras Drive, Tampa, Florida 33615

ARTICLE IX:

The name and address of the person signing these ARTICLES OF INCORPORATION IS: MONIC HEYMANN, 10622 Hatteras Drive, Tampa, Florida 33615.

ARTICLE X:

This corporation shall have perpetual existence.

ARTICLE XI:

This corporation reserves the right to amend or repeal any provision contained in these **ARTICLES OF INCORPORATION**, or any amendment hereto, and any right conferred upon the share holders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these **ARTICLES OF INCORPORATION**, on this 7th day of November, 1997.

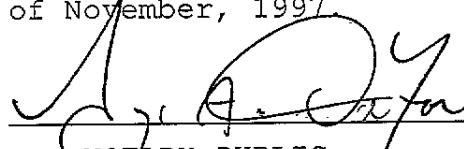


MONICA HEYMANN

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared, Monica Heymann, known to me and known by me to be the person who executed the foregoing **ARTICLES OF INCORPORATION** and she executed those **ARTICLES OF INCORPORATION**.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, on this 7 day of November, 1997.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
My Commission Expires:

George A. DuFour



George A. DuFour
MY COMMISSION # CC554479 EXPIRES
June 13, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

REGISTERED AGENT, DESIGNATION AND ACKNOWLEDGEMENT

THAT SPIN DESIGN GROUP, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the **ARTICLES OF INCORPORATION**, at 10622 Hatteras Drive, Tampa, Florida 33615 in the State of Florida has named **MONICA HEYMANN** of 10622 Hatteras Drive, Tampa, Florida 33615, telephone number (813) 818-1878, as its agent to accept services of process within this state.

ACKNOWLEDGEMENT

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



MONICA HEYMANN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA