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TO: DIVISION OF CORPORATIONS

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: SPECTRUM INNOVATIONS, INC.

AUDIT NUMBER.....H97000019452

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

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ARTICLES OF INCORPORATION
OF
SPECTRUM INNOVATIONS, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, heraby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is SPECTRUM INNOVATIONS,

ARTICLE II - NATURE OF BUSINESS

The general character, purpose and nature of business to be transacted by the corporation is as follows:

A) To acquire by purchase, lease, or otherwise, lands, and to own, hold, improve, develop and be erected, on any lands owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved, or any right or interest therein.

B) To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful, in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade, lease, rent, encumber or dispose of any personal

THIS INSTRUMENT PREPARED BY:
FLORIDA BAR # 060258

J. BERLE OSTER
Attorney At Law
27 S. E. 24th Ave.
Pompano Beach, Fla. 33062

(954) 946-0755

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property at any time owned or held by this corporation.

C) To carry on in any capacity any business or trade legal in the State of Florida.

D) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and to execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

E) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

F) To become a partner with any person or persons, corporation, or any other business entity and engage in the same or other, or any character of business legal in the State of Florida.

G) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote on such stock.

H) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any firm, association or corporation; and to transact any further and other business necessarily connected with the purpose of this corporation, or calculated to facilitate the same.

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I) To carry on any or all of its operations and business, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

J) To do any or all of the things set forth to the same extent as natural persons might or could do; and in any part of the world as principals, agents, contractors, or otherwise, alone or in company with others, and to do and perform all such things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers, or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses and in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is five hundred (500) shares of common stock, each share having a par value of \$1.00. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the stockholders provided, however, that in the event such designation is specifically made by the stockholders, said stock shall be deemed voting. RESTRICTION: The shareholder

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must first offer the corporation an opportunity to acquire the restricted shares.

Authorized capital stock may be paid for in cash, service, or property at a just value to be fixed by the stockholders of this corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is \$500.00.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The initial street address of the principal office of this corporation is to be at 11400 State Road 7, Boynton Beach, Florida 33437. The stockholders may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - RESIDENT AGENT

That SPECTRUM INNOVATIONS, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Boynton Beach, County of Palm Beach, has named J. BERLE OSTER located at 27 S.E. 24th Ave., #5, Pompano Beach, Florida 33062 as its agent to accept service of process within this state.

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ACKNOWLEDGMENT:

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


J. BERLE OSTER

ARTICLE VIII - DIRECTORS

This corporation shall have no directors.

ARTICLE IX - AFFAIRS OF CORPORATION

The affairs of this corporation shall be conducted by the stockholders. The stockholders shall have full power to act as would a Board of Directors and shall include but not be limited to: the power and authority to enter into agreements and execute documents; the power and authority to loan and barrow money; the power to open bank accounts and execute checks; and the power to pass resolutions to conduct the affairs of the corporation.

ARTICLE X - INCORPORATOR

The names and street addresses of the incorporator to this Articles of Incorporation, is J. BERLE OSTER, 27 S.E. 24th Ave., #5, Pompano Beach, FL 33062.

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ARTICLE XI - EFFECTIVE DATE

These Articles of Incorporation shall be effective on the date of filing with the office of the Secretary of State.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all stockholders manifesting their intention in writing that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledge and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this
21 day of NOVEMBER, 1997.



J. BERLE OSTER

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STATE OF FLORIDA)
COUNTY OF BROWARD)

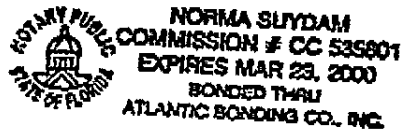
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TALLAHASSEE, FLORIDA

Before me, the undersigned Notary Public, personally
appeared J. BERLE OSTER who produced a Florida Drivers License
0236-422-35-306-0 and first being duly sworn,
executed the foregoing Articles of Incorporation and
acknowledged before me that he executed the same for the
purposes herein stated.

Witness my hand and official seal in the County and
State named above this 21 day of NOVEMBER 1997.


Notary Public

My Commission Expires:



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