

RICCA & WHITMIRE, P.A.
ATTORNEYS AT LAW

Marianne Ricca
Peter J. Malecki
C. Brooks Ricca, Jr.*
Drenner L. Whitmire, Jr.

Clearlake Plaza • Suite 800
500 South Australian Avenue
West Palm Beach, Florida 33401

Please reply to:
P.O. Drawer 4888
West Palm Beach, FL 33402-4888

*Board Certified Trial Lawyer

Telephone (561) 871-4500
Facsimile (561) 871-3240

Certified Legal Assistant
Olivia M. Kendrick

P97000104179

December 9, 1997

VIA FEDERAL EXPRESS

Corporate Information Products
ATTORNEYS' TITLE INSURANCE FUND, INC.
Leon Branch/Attn: Barbara
660 E. Jefferson Street, Suite 200
Tallahassee, Florida 32301

*Return to
FLU ASAP*

800002368808--0
-12/11/97-01001-016
*****70.00 *****70.00

Re: SPELLMAN HOLDINGS CORPORATION, a Florida corporation/Fund 15094

Dear Barbara:

Please find enclosed Articles of Incorporation for SPELLMAN HOLDINGS CORPORATION, a Florida corporation. Please file these documents upon receipt, there is an extra copy of the documents for stamping and return by your regular route.

Also enclosed is the firm's check in the amount of \$70.00 for filing fees. Please bill us for your fee for processing this filing.

Please call upon filing of the enclosed documentation with the document number. Also, call if you have any problem with accomplishing the filing of these documents upon receipt.

Sincerely,

Lois M. Kasischke
Lois M. Kasischke
Legal Secretary

DLW/lmk
Enclosures as stated

12/10/97
K. Rolfe

DEC 10 1997

FILED
97 DEC 10 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
97 DEC 10 PM 3:34
DIVISION OF CORPORATION

FILED
97 DEC 10 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SPELLMAN HOLDINGS CORPORATION, a Florida corporation

Article I

Name

The name of the corporation is SPELLMAN HOLDINGS CORPORATION.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

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

Article IV

Capital Stock

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock.

Article V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 500 S. Australian Avenue, West Palm Beach, Florida 33401, and the name of the initial registered agent of this

corporation at the address is Drennen L. Whitmire, Jr. The mailing address of this Corporation is 5600 Poinsettia Boulevard # 1208, West Palm Beach, FL 33407.

Article VI

Initial Board of Directors

This corporation shall have one (1) 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 (1). The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
William F. Spellman	5600 Poinsettia Boulevard # 1208 West Palm Beach, FL 33407

Article VII

Incorporators

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

<u>Name</u>	<u>Address</u>
Drennen L. Whitmire, Jr.	500 S. Australian Avenue, Suite 800 West Palm Beach, FL 33401

Article VIII

Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article IX

Indemnification

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article X

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XI

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Article XII

Beginning of Corporate Existence

The date when corporate existence shall begin shall be upon the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of December, 1997.

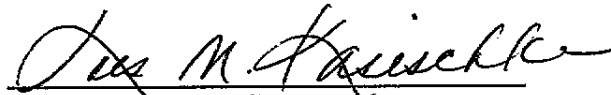

DRENNEN L. WHITMIRE, JR., Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 4th day of December, 1997 by DRENNEN L. WHITMIRE, JR. who is personally known to me and did not take an oath.



Lois M. Kasischke
My Commission CG603100
Expires December 27, 2000



NOTARY PUBLIC

Printed Name of Notary: _____

Commission No.: _____

Commission Expiration: _____

(NOTARIAL SEAL)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, and 48.091, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: SPELLMAN HOLDINGS CORPORATION

2. The name and address of the registered agent and office is:

Drennen L. Whitmire, Jr.

(NAME)

500 S. Australian Avenue, Suite 800

(STREET ADDRESS)

West Palm Beach, FL 33401

(CITY/STATE/ZIP)

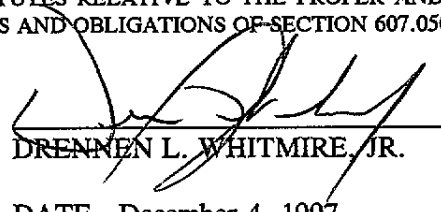

DRENNEN L. WHITMIRE, JR.

TITLE Incorporator

DATE December 4, 1997

FILED
97 DEC 10 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.


DRENNEN L. WHITMIRE, JR.

DATE December 4, 1997

spellman.art