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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: SPICA, INC.

AUDIT NUMBER.....H97000020462

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

CERT. OF STATUS..0

PAGES.....8

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
SPICA, INC.

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I
IDENTIFICATION

The name of this corporation shall be SPICA, INC.

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TALLAHASSEE FLORIDA

ARTICLE II
DURATION

This corporation shall have perpetual existence which shall commence on the date of the filing of these Articles with the Secretary of State.

ARTICLE III
PURPOSES

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Prepared by: Ernesto Sanchez, Esq. (Fl. Bar No. 349097)
Ernesto Sanchez, P.A.
814 Ponce de Leon Blvd. Suite 505
Coral Gables, Fl. 33134 (305) 441-6602

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ARTICLE IV

AUTHORIZED SHARES

The capital stock of this corporation shall consist of 10,000 shares of Common Stock of \$1.00 par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no preemptive right granted to the stockholders with respect to the shares of the corporation. Upon dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

ARTICLE V

REGISTERED AGENT AND OFFICE

The registered agent of this corporation and his address is as follows: Ernesto Sanchez; P.A., 814 Ponce de Leon Blvd., Suite 505, Coral Gables, Fl. 33134.

ARTICLE VI

PRINCIPAL OFFICE

The corporation shall maintain its principal office at: 2801 N.E. 183rd Road, Apt. 901, Aventura, Fl. 33160.

ARTICLE VII

DIRECTORS

1. The corporation shall have at least one director(s), but

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the Bylaws may provide for the increase or decrease in the number of directors, provided that the number of Directors shall never be less than one.

2. The names and addresses of the directors are as follows:

NAME	ADDRESS
Alexandre Timofeev	c/o Roman Kaganov 2801 NE 183rd Road, Apt. 901 Aventura, Fl. 33160
Roman Kaganov	2801 NE 183rd Road, Apt. 901 Aventura, Fl. 33160

ARTICLE VIII

OFFICERS

The names and addresses of the officers of the corporation, who shall hold office until the first meeting of directors or until their successors are elected and qualified or until their earlier resignation, removal from office or death, are:

Roman Kaganov, President
Valentina Kaganov, Vice President and Secretary

ARTICLE IX

INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows: Ernesto Sanchez, Esq., Ernesto Sanchez, P.A., 814 Ponce de Leon Boulevard, Suite 505, Coral

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Gables, Florida 33134.

ARTICLE X

ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation, except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

2. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefore.

4. The corporation shall fully indemnify and protect its

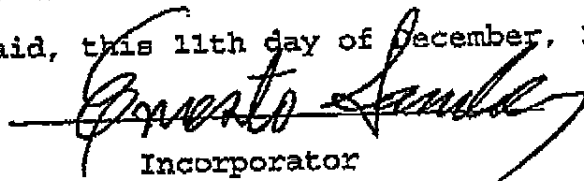
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incorporator(s), present or former directors, officers, counsel, employees, agents, attorneys or attorneys-in-fact for and against any and all claims, liabilities or expenses, including attorney's fees, incurred by any of them in connection with any acts done or actions performed by any of them within the scope of their respective duties or responsibilities or at the corporation's direction or request. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. The power to adopt, alter, and repeal Bylaws shall be in the Board of Directors of the corporation or in the stockholders; Bylaws adopted by the Board of Directors may be altered or repealed by the stockholders and vice versa, except that the stockholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended, or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Coral Gables, Florida, for the uses and purposes aforesaid, this 11th day of December, 1997.


Incorporator

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Ernesto Sanchez, personally known to me, who subscribed the above and foregoing (or attached) Articles of Incorporation; and he freely and voluntarily acknowledged before me according to law that

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EMPIRE CORPORATE KIT

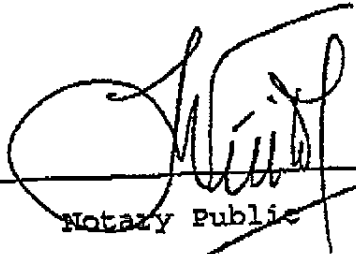
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he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Coral Gables, Florida, this 11th day of December, 1997.

Official Notary Seal
LORENZO VIEITO
NOTARY PUBLIC, State of Florida
Commission No. CC817881
My Commission Exp. Feb. 2, 2001


Notary Public

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

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Chapter:

SPICA, INC. desiring to organize under the laws of the State of Florida has designated Ernesto Sanchez, P.A., with offices at 814 Ponce de Leon Blvd., Suite 505, Coral Gables, Florida 33134, as its registered agent to accept service of process within this state, as indicated in the foregoing Articles of Incorporation.

ACKNOWLEDGMENT:

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 I agree to comply with the provisions of Chapter 607 of the Florida Statutes keeping open said office.

Date: Dec. 11, 1997

By: 

Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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