

Richard W. Copeland
Attorney-at-Law
Estate Planning and Administration

Legal Assistant:
Joan Mavrides

P97000106873

December 11, 1997

Please reply to:
631 Palm Springs Drive
Suite 115
Altamonte Springs, FL 32701
(407) 830-7220
Fax (407) 830-4391

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

700002377427--9

-12/19/97--01028--004
*****70.00 *****70.00

Re: SPE Realty, Inc.

To Whom It May Concern:

Please find enclosed herewith two original copies of Articles of Incorporation for the above-referenced organization.

Also, please find enclosed my check for \$70.00 to cover the costs.

After approval, please return the conformed copy of the Articles to my office.

Thank you for your assistance.

Very truly yours,

Richard W. Copeland

Richard W. Copeland

RWC (tab)
Enclosures as stated above

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 19 AM 8:17

EFFECTIVE DATE
1-2-98

12-22-97
MS

ARTICLES OF INCORPORATION
OF
SPE REALTY, INC.

Article I- Name

The name of this corporation is SPE REALTY, INC.

Article II-Duration

This corporation shall commence January 2, 1998 and exist into perpetuity unless sooner dissolved by law commencing with the date of the filing of these Articles of Incorporation with the Department of State.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the United States and of the State of Florida.

Article IV - Capital Stock

This corporation is authorized to issue 7500 shares of \$1.00 par value common stock, which shall be designated "common stock."

Article V - Initial Registered Office and Agent

The address of the initial principal office of this corporation is 1301 Buckwood Drive, Orlando, Florida 32806, and the name and address of the initial registered agent of this corporation is Richard W. Copeland, 631 Palm Springs Drive, Suite 115, Altamonte Springs, Florida 32701.

Article VI - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Albert J. Yonfa
1301 Buckwood Drive
Orlando, Florida 32806

Peter E. Schaaf
4 Peconic Lane
Seldon, NY 11874

FILED
SECRETARY OF STATE
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EFFECTIVE DATE

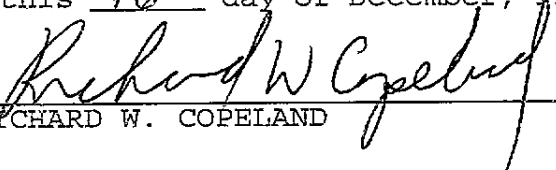
1-2-98

Article VII - Incorporator

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


Richard W. Copeland
631 Palm Springs Drive, Suite 115
Altamonte Springs, FL 32701

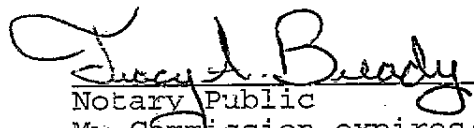
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16 day of December, 1997.


RICHARD W. COPELAND

STATE OF FLORIDA
COUNTY OF SEMINOLE

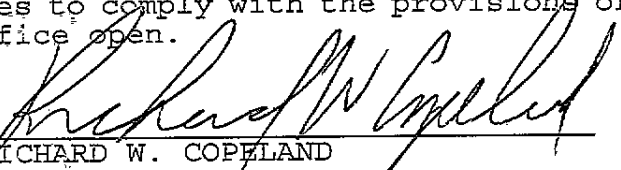
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared RICHARD W. COPELAND, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged under oath before me that he executed those Articles of Incorporation.

 Tracy A. Bready
My Commission CC883875
Expires September 28, 2001


Notary Public
My Commission expires: 9/28/2001

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named in Article V of the foregoing Articles of Incorporation as the initial Registered Agent of the Corporation therein, hereby accepts such appointment, agrees to act in such capacity and agrees to comply with the provisions of law relative to keeping said office open.


RICHARD W. COPELAND
Registered Agent

FILED
SECRETARY OF STATE
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