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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SPJ, INC.

AUDIT NUMBER.....H97000021374

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

CERT. OF STATUS..0

PAGES.....5

CERT. COPIES.....1

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
SPJ, INC.

97 DEC 30 AM 7:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ARTICLE I

The name of this corporation is SPJ, Inc.

ARTICLE II

The purpose or purposes for which this corporation is organized is for any purpose permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III

This corporation is authorized to issue a maximum of One Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V

The initial street address of the principal office of this corporation shall be: 416 North F Street, Lake Worth, Florida 33460, and the Board of Directors may, from time to time, move the principal office to any other address in Florida.

EVE WAGNER ROSEN, ESQ.
33 N.E. 2ND STREET, SUITE 101
FORT LAUDERDALE, FL 33301 FB#365475
TEL: 954-462-8000

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ARTICLE VI

The number of Directors may be altered, from time to time, by-Laws adopted by the Shareholders, however, the corporation shall have no less than one (1) Director at any time.

ARTICLE VII

The name and post office of the first Board of Directors and officers of this corporation, who shall hold office for the first year or until their successors are chosen, shall be:

LAWRENCE G. CONTE 416 North F Street
Lake Worth, Florida 33460

ARTICLE VIII

The name and address of the Subscriber of these Articles of Incorporation is as follows:

LAWRENCE G. CONTE 416 North F Street
Lake Worth, Florida 33460

ARTICLE IX

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

LAWRENCE G. CONTE 416 North F Street
Lake Worth, Florida 33460

ARTICLE X

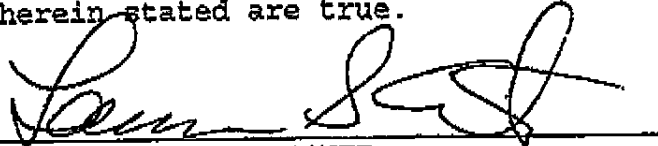
The corporation's existence will commence upon filing of the Articles of Incorporation.

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation to do business within the State of Florida, does make

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and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.


LAWRENCE G. CONTE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared LAWRENCE G. CONTE, personally known to me to be the person described in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Fort Lauderdale, Broward County, Florida this 34 day of October, 1997.


NOTARY PUBLIC, STATE OF FLORIDA
Print Name: _____

My commission expires:



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

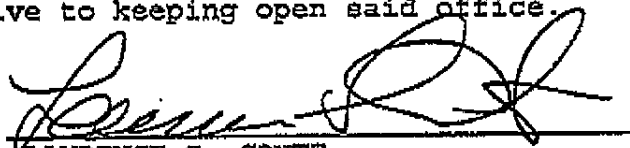
In pursuance of Chapter 607.34, Florida Statutes, the following is
submitted, in compliance with said Act:

SPJ, Inc. desires to organize under the laws of the State of
Florida with its principal office, as indicated in the Articles of
Incorporation in the City of Lake Worth, County of Broward, State
of Florida, has named herself, LAWRENCE G. CONTE, 416 North F
Street, Lake Worth, Florida 33460 as its agent to accept service of
process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service 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.

By:


LAWRENCE G. CONTE

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TALLAHASSEE FLORIDA

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