

PETER K. SPILLIS

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February 04, 1998

Florida Department of State  
Div. of Corporations  
Box 6327  
Tallahassee, FL 32314

FILED  
98 FEB -9 PM 3:11  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

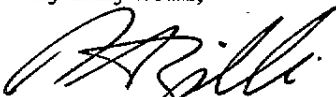
ARTICLES OF INCORPORATION

To whom it may concern:

Enclosed please find one original and one copy of the Articles of Incorporation for Spillis Development Company, along with a check in the amount of \$122.50. This amount is the total of the \$35.00 filing fee, the \$35.00 fee for designation of Registered Agent and \$52.50 for a certified copy, to be returned to the undersigned at the above address.

Thank you in advance for your assistance in this matter.

Very Truly Yours,

  
PETER K. SPILLIS

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Peter Spillis GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT R/A  
DATE 2-10-98  
DOC. EXAM. WAM

ARTICLES OF INCORPORATION  
OF  
SPILLIS DEVELOPMENT COMPANY

FILED  
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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under chapter 607 of the Laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:  
SPILLIS DEVELOPMENT COMPANY

The address of the principal office of this corporation shall be: 6000 S.W. 84 st, Miami, FL 33143.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

Maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$.01 par value per share.

ARTICLE IV - REGISTERED ADDRESS

The street address of the initial registered office of the corporation shall be 6000 S.W.84 st, Miami, FL 33143 and the name of the initial registered agent of the corporation at that address is Peter K. Spillis.

ARTICLE V - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI - SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Sub-chapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VII - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its board of

directors, subject to any limitations set forth in these Articles of Incorporation. This corporation shall have two directors, initially. The names and street addresses of the initial members of the board of directors are:

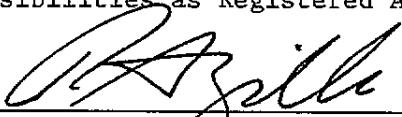
1. Peter K. Spillis  
6000 S.W. 84 st  
Miami, FL 33143
2. Joseph R. Rousseau  
4967 S.W. 75 ave.  
Miami, FL 33155

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Peter K. Spillis, 6000 S.W. 84 st, Miami, FL 33143.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 5 day of FEBRUARY, 1998.

I hereby accept the duties and responsibilities as Registered Agent.

  
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PETER K. SPILLIS