

DIVISION OF CORPORATIONS
D.W. MCKINNON, DIVISION DIRECTOR
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

P98000022212

RE: INCORPORATION OF NEW BUSINESS

GENTLEMEN:

ENCLOSED ARE (1) ARTICLES OF INCORPORATION, (2) CERTIFICATE
DESIGNATING PLACE OF BUSINESS, AND (3) CHECK IN PAYMENT OF
INCORPORATION FEES AS FOLLOWS:

\$35.00 - FILING FEE
52.50 - CHARTER TAX (MINIMUM)
35.00 - CERTIFICATE DESIGNATING REGISTERED
AGENT


122.50 TOTAL CHECK

600002453476--4
-03/11/98--01034--003
****122.50 ****122.50

PLEASE RETURN THE CERTIFIED COPY OF THESE ARTICLES OF
INCORPORATION TO OUR OFFICE AT:

G.C. SPENCER & ASSOCIATES, INC.
27030 PINE AVENUE
BONITA SPRINGS, FL 34135

SINCERELY,


GEORGE SPENCER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 10 AM 10:43

by
3/10

ARTICLES OF INCORPORATION
OF
G.C. SPENCER & ASSOCIATES, INC.

The undersigned subscriber to these Articles of Incorporation, George Spencer, being a natural person competent to contract, hereby acknowledges and files these ARTICLES OF INCORPORATION in the Office of the Secretary of State of the State of Florida in order to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation is G.C. SPENCER & ASSOCIATES, INC. The principal office and mailing address of the corporation is 27030 Pine Avenue, Bonita Springs, Florida 34135.

ARTICLE II

DURATION

The Corporation shall have perpetual existence, commencing upon the filing of these articles with the Florida Secretary of State.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of \$1.00 par value stock, which shall be designated "common shares." The stock of the Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and all regulations issued thereunder. Such actions as are necessary will be taken by the officers of this Corporation in order to qualify under Section 1244. This Corporation is being capitalized and its stock is being issued to comply with the aforementioned section of the Internal Revenue

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Code.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 27030 Pine Avenue, Bonita Springs, Florida 34135, and the name of the initial registered agent of the Corporation at that address is George Spencer. The Directors of this Corporation may from time to time change the registered office or registered agent, or both, by appropriate notice to the Secretary of State.

ARTICLE VI

DIRECTORS

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for the term provided in the By-Laws or until their successors have been duly elected and qualified.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The following shall constitute the initial Board of Directors of this Corporation:

**George Spencer
27030 Pine Avenue
Bonita Springs, Florida 34135**

ARTICLE VIII

INCORPORATORS

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

**George Spencer
27030 Pine Avenue
Bonita Springs, Florida 34135**

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of

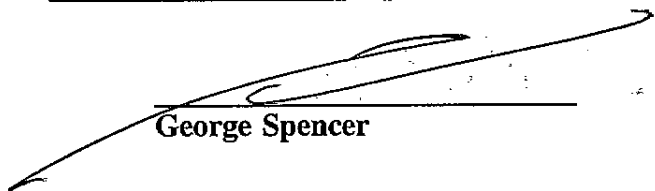
Directors and the Shareholders in the manner provided by the laws of the State of Florida.

ARTICLE X

AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by the laws of the State of Florida.

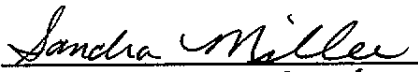
IN WITNESS WHEREOF, the undersigned Subscribers have executed these Articles of Incorporation this 3 day of March, 1998.


George Spencer

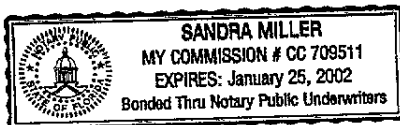
STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared George Spencer, known to me and known by me to the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 3 day of March, 1998.


NOTARY PUBLIC *Sandra Miller*
State of Florida at Large
My commission expires:

(SEAL)



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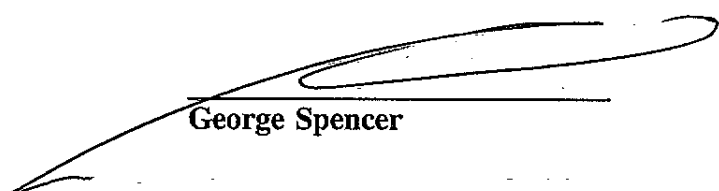
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

That G.C. SPENCER & ASSOCIATES, INC., desiring to organize under the laws of
the State of Florida with its principal office, as indicated in the Articles of Incorporation in
the County Collier, State of Florida, has named George Spencer located at 27030 Pine
Avenue, Bonita Springs, Florida 34135, as its agent to accept service of process within this
State.

ACKNOWLEDGMENT

Having been named to accept service of process of the above stated Corporation, at
place designated in this Certificate, I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said office.


George Spencer

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