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LAW OFFICE
PEACOCK & GAFFNEY
PROFESSIONAL ASSOCIATION
2348 SUNSET POINT ROAD
CLEARWATER, FLORIDA 33765

RAY PEACOCK
PATRICK F. GAFFNEY +
PEGGY BURKE BEVILLE
+ BOARD CERTIFIED
MARITAL & FAMILY LAWYER

March 30, 1998

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Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL. 32301

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-04/01/98--01057--014
****122.50 ****122.50

Re: Spencer Phillips, Inc.

Gentlemen:

Enclosed herewith please find the Charter for the above-referenced corporation, which we request that you file in your office. Also enclosed is a copy of the same, which we request that you certify and return to us.

Our check in the amount of \$122.50 is enclosed to cover your charges as follows:

Filing Fee	\$35.00
Certified copy	52.50
Resident Agent	<u>35.00</u>
	\$122.50

If anything further is required, please do not hesitate to contact me.

sincerely yours,


Ray Peacock

RP
jm
Enclosures

FILED
98 APR -1 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/4-3-98

ARTICLES OF INCORPORATION
OF
SPENCER PHILLIPS, INC.

FILED
98 APR -1 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Spencer Phillips, Inc. The address for the corporation is 2055 34th Way North, P. O. Box 1025, Largo, Florida 33779-1025.

ARTICLE II - DURATION

This corporation shall exist for a perpetual period.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of Five Dollar (\$5.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2055 34th Way North, Largo, Florida 33779-1025, and the name of the initial registered agent of this corporation at that address is James Thomas Spencer.

Agency Accepted:

By:


JAMES THOMAS SPENCER

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than two (2). The names and addresses of the initial director of this corporation are:

James Thomas Spencer, 2055 34th Way North, P.O. Box 1025, Largo, Florida 33779-1025

Christopher Byron Phillips, 2055 34th Way North, P.O. Box 1025, Largo, Florida 33779-1025.

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles are:

James Thomas Spencer, 2055 34th Way North, P.O. Box 1025, Largo Florida 33779-1025

Christopher Byron Phillips, 2055 34th Way North, P.O. Box 1025, Largo, Florida 33779-1025

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XI - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XII - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in (special) meetings of the Board of Directors by means of conference telephone

as provided by law, but (regular) meetings of the Board of Directors must be attended in fact in person by each Director.


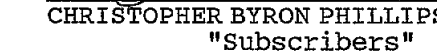
ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 27 day of MARCH, 1998.


JAMES THOMAS SPENCER

CHRISTOPHER BYRON PHILLIPS
"Subscribers"

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared JAMES THOMAS SPENCER who is personally known to me or produced driver's license as identification, known to me and known by me to be 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 27 day of March, 1998.

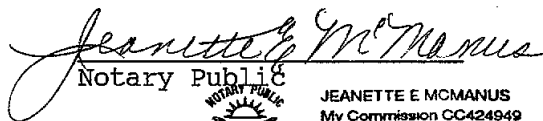

STATE OF FLORIDA
COUNTY OF PINELLAS



JEANETTE E. MC MANUS
My Commission CC424949
Expires Dec. 27, 1998
Bonded by NFNU
800-224-6368

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared CHRISTOPHER BYRON PHILLIPS who is personally known to me or produced driver's license as identification, known to me and known by me to be 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 27 day of March, 1998.


Notary Public

JEANETTE E. MC MANUS
My Commission CC424949
Expires Dec. 27, 1998
Bonded by NFNU
800-224-6368

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: SPENCER PHILLIPS, INC.

2. The name and address of the registered agent and office is

JAMES THOMAS SPENCER, 2055 34th Way North, P. O. Box
1025, Largo, Florida 33779-1025

SIGNATURE: _____

(corporate officer)

TITLE _____

DATE _____

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

SIGNATURE _____

JAMES THOMAS SPENCER

DATE _____

FILED
98 APR - 1 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA