

**SPECTRUM ASSETS**  
of South Florida



1515 N. Federal Hwy. Suite 300  
Boca Raton, FL 33432-1994  
(561) 392-4550 Fax (561) 392-9901

P98000085747

Sept 11, 1998

Florida Department of State  
Division of Corporations/New Filings  
409 E. Gaines Street  
Tallahassee FL 32399

400002655434--1  
-10/05/98--01064--004  
\*\*\*\*122.50 \*\*\*\*\*78.75

RE: Spectrum Assets, Inc.

Dear Sir/Madam:

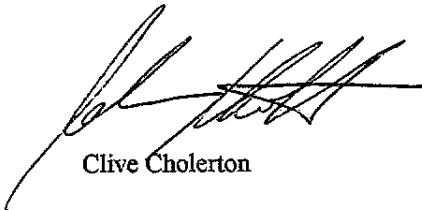
Please find enclosed one original and a copy of Articles of Incorporation for the above referenced corporation, as well as the filing fee of \$122.50.

Please file the original and return a certified stamped copy to me at:

1515 N. Federal Hwy  
Suite 300  
Boca Raton FL 33432

Should you have any additional questions, please do not hesitate to contact me.

Very Truly Yours,



Clive Cholerton

FILED  
98 OCT -5 AM 8:41  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



OCT 6 1998

# **ARTICLES OF INCORPORATION**

OF

SPECTRUM ASSETS, INC.

FILED  
98 OCT -5 AM 8:41  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## **ARTICLE I NAME**

The name of this corporation is SPECTRUM ASSETS, INC.

## **ARTICLE II PURPOSE**

To engage in any activity or business permitted under the laws of the United States and the State of Florida.

## **ARTICLE III CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$0.001 per share.
- (b) At all meetings of the stockholders the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

## **ARTICLE IV TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1515 N. Federal Hwy., Suite 300, Boca Raton, Florida 33432, and the name of the initial registered agent of this corporation is Clive Cholerton.

**ARTICLE VI**  
**INITIAL PRINCIPAL OFFICE**

The initial principal office and mailing address of this corporation is 1515 N. Federal Hwy., Suite 300, Boca Raton, Florida 33432. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) directors 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 (1). The names and addresses of the initial directors of this corporation are:

Clive Cholerton                      1515 N. Federal Hwy., Suite 300, Boca Raton, FL 33432


**ARTICLE VII**  
**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

**ARTICLE VIII**  
**INCORPORATOR**

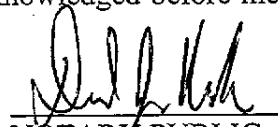
The name and address of the person signing these Articles is: Clive Cholerton, 1515 N. Federal Hwy., Suite 300, Boca Raton, FL 33432.

IN WITNESS WHEREOF, the undersigned subscriber and registered agent has executed these Articles of Incorporation this 28<sup>th</sup> day of August, 1998.

  
Subscriber and Registered Agent

STATE OF FLORIDA                     )  
  ) SS  
COUNTY OF PALM BEACH         )

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

  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:



**ACCEPTANCE OF REGISTERED AGENT**

Having been designated to accept service of process for the above-stated corporation, at the place set forth hereinabove, I hereby accept such designation and agree to act in such capacity and to comply with all provisions of Section 607.0501 and 607.0505 Florida Statutes.

By:   
Clive Cholerton  
Registered Agent

**FILED**  
98 OCT -5 AM 8:41  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA