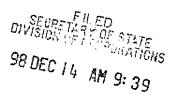
MARVIN W. BINGHAM, JR., P.A.

TRANSMITTAL LETTER



December 11, 1998

Department of State

Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

400002711194--3 -12/14/98--01045--014 ****122.50 *****78.75

SUBJECT: SP & SP, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

□ \$70.00 Filing Fee **□** \$78.75

Filing Fee

& Certificate

□\$122.50

□\$131.25

Filing Fee

Filing Fee,

& Certified Copy

Certified Copy

& Certificate

ADDITIONAL COPY REQUIRED

FROM:

Name:

Marvin W. Bingham, Jr, PA

Address:

P.O. Box 1930

Alachua, Florida 32616

Daytime Telephone Number:

904/462-5120

NOTE: provide the original articles and one copy of same.



ARTICLES OF INCORPORATION

OF

SP & SP, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME & ADDRESS

The name of the corporation shall be:

SP & SP, INC.

The principal place of business of this corporation will be

11514 NW 120th Terrace Alachua, Florida 32615

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

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 11514 NW 120th Terrace, Alachua, Florida 32615, and the name of the initial registered agent of the corporation at

that address is Scott Pederson.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTOR

This corporation shall have two directors. The names and street address of the initial directors are: Scott Pederson and Sharon Pederson, 11514 NW 120th Place, Alachua, Florida 32615.

ARTICLE VII. INCORPORATOR

The names and street address of the incorporators to these Articles of Incorporation are: Scott Pederson and Sharon Pederson, 11514 NW 120th Terrace, Alachua, Florida 32615.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the day of December, 1998.

Scott Pederson,

Sharon Pederson

98 DEC 14 AM 9: 39

STATE OF FLORIDA COUNTY OF ALACHUA

SWORN TO AND SUBSCRIBED before me this day of December, 1998, by Scott Pederson and Sharon Pederson, who are personally known to me or who have produced as identification.

NOTARY PUBLIC MARIN W. STNGHAM SO.

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts appointment as Registered Agent of SP & SP, INC., which is contained in the foregoing Articles of Incorporation.

Dated this 10 day of December, 1998.

Scott Pederson

MARVIN W. BINGHAM, JR. Comm. No. CC 547201 My Comm. Exp. May. 22, 2000 Bonded thru Pichard Ins. Agcy.