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Law Offices of
Nicholas P. Sardelis, Jr.,
Chartered

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December 17, 1998

Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: Mary Spivey, Inc.

Dear Sir/Madam:

Herewith I hand to you the original and a duplicate of the Articles of Incorporation of the above-captioned corporation together with check in the amount of \$122.50 for filing fees.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your attention to this matter.

Sincerely,



Nicholas P. Sardelis, Jr.

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NPS:paw
Enclosure: Articles of Incorporation
Trust Account Check No. 2014

cc: Ms. Mary Spivey

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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12-22-98
WS

ARTICLES OF INCORPORATION

OF

MARY SPIVEY, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

Article 1.

Name

The name of the corporation is, Mary Spivey, Inc., a Florida corporation.

Article 2.

Duration

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

Article 3.

Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4.

Capital Stock

The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$0.10 per share.

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Article 5.
Pre-Emptive Rights

Every shareholder, upon the sale of any new stock of this corporation, 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 6
Initial Registered Office and Agent

The principal office street address and the initial registered office of this corporation is: 4511 Groveland Ave., Sarasota, Florida 34231, and the initial registered agent of this corporation at that address is Mary Spivey who by her signature hereon states that she is hereby familiar with and accepts the duties and responsibilities as registered agent for said corporation.

Article 7
Initial Board of Directors

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws; however, there shall never be less than one (1) Director nor more than five (5). Voting for Directors shall be under the cumulative vote system. The name and address of the initial Board of Directors of the corporation is:

NAME

ADDRESS

Mary Spivey

4511 Groveland Ave.
Sarasota, FL 34231

Article 8
Incorporator

The name and address of the Incorporator are as follows:

Article 9
Indemnification

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

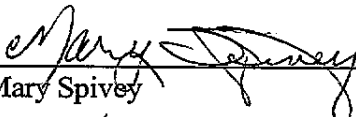
Article 10
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

Article 11.
Commencement of Corporate Existence

In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation. In the event these Articles of Incorporation are not filed within the time period set forth in Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of filing by the Secretary of State.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this 15th day of December, 1998.



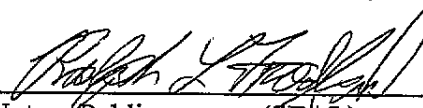
Mary Spivey
Incorporator

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STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Mary Spivey, known to be 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 and has produced a Florida Drivers License bearing number 5110-582-43-744-1 as proof of identification.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 15 day of December, 1998.


Notary Public (SEAL)

My Commission Expires:

