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MARTIN R. MALLINGER, P.A.

COMPSON FINANCIAL CENTER - SUITE 302  
980 NORTH FEDERAL HIGHWAY  
BOCA RATON FL 33432-2704

TELEPHONE: (561) 394-7181  
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MARTIN R. MALLINGER

April 1, 1999

**VIA UPS NEXT DAY AIR**

Secretary of State of Florida  
Division of Corporations  
ATTN: NEW FILING SECTION  
409 East Gaines Street  
Tallahassee FL 32301

800002827848--1  
-04/02/99--01053--006  
\*\*\*\*122.50 \*\*\*\*\*78.75

RE: SPINACORP, INC.

Dear Sir or Madam:

Enclosed herewith please find original, executed Articles of Incorporation regarding Spinacorp, Inc. and our check in the amount of \$122.50, representing the filing fee for same. Please file the enclosure at your earliest convenience and return a certified copy of same to the undersigned in the envelope provided.

Thank you for your anticipated attention to the foregoing. Please feel free to contact Mr. Mallinger or the undersigned should you have any questions.

Very truly yours,

MARTIN R. MALLINGER, P.A.



Lorraine Marie Pollachek  
Secretary to Martin R. Mallinger

/imp  
Encl.  
(FABRICANT.HILLSBORO/1159.000/SECYST01)

FILED  
99 APR -2 AM 9:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. REGISTER APR 7 1999

**ARTICLES OF INCORPORATION  
OF  
SPINACORP, INC.**

**FILED**  
99 APR -2 AM 9:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLES I. NAME**

The name of the corporation shall be SPINACORP, INC. The principal place of business of the corporation shall be Compson Financial Center, Suite 302, 980 North Federal Highway, Boca Raton, FL 33432-2704.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage in or transact 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 that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV. ADDRESS**

The street address of the initial registered office of the corporation shall be Compson Financial Center, Suite 302, 980 North Federal Highway, Boca Raton, FL 33432-2704, and the name of the initial registered agent of the corporation at that address is MARTIN R. MALLINGER.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. 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 prorata share thereof at the price at which it is offered to others.

#### ARTICLE VII. DIRECTORS

This corporation shall have initially one (1) director. The name and street address of the initial member of the Board of Directors are: WAYNE FABRICANT, 8116-A Thames Blvd., Boca Raton, FL 33433.

#### ARTICLE IX. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed, are: WAYNE FABRICANT, President, 8116-A Thames Blvd., Boca Raton, FL 33433; and STACEY FABRICANT, Secretary/Treasurer, 8116-A Thames Blvd., Boca Raton, FL 33433.

#### ARTICLE X. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is WAYNE FABRICANT, 8116-A Thames Blvd., Boca Raton, FL 33433.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of April, 1999.

  
\_\_\_\_\_  
WAYNE FABRICANT

STATE OF FLORIDA  
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared WAYNE FABRICANT, to me personally known or who produced a valid Florida driver's license as identification and to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes expressed therein.

WITNESS my hand and official seal in the State and County last aforesaid this 1st day of April, 1999.



*Lorraine Marie Pollachek*  
NAME: LORRAINE MARIE POLLACHEK  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE  
COMMISSION NO. \_\_\_\_\_  
MY COMMISSION EXPIRES: \_\_\_\_\_

ACCEPTANCE OF REGISTERED AGENT

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 607.325, Florida Statutes.

*Martin R. Mallinger*  
\_\_\_\_\_  
MARTIN R. MALLINGER  
REGISTERED AGENT

DATE: APRIL 1, 1999

FILED  
99 APR -2 AM 9:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA