

August 31, 1999

Dept of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: Incorporation

Dear Sir or Madam:

Enclosed please find my application to setup a Profit  
Corporation: *Spice* Asset Management, Inc.

Additionally, I have enclosed:

- 1 Articles of Incorporation - 2 copies (1 for Certified Copy)
- 2 Transmittal Letter
- 3 Certificate of Designation of Registered Agent/ Registered Office
- 4 A money order in the amount of \$87.50

Please contact me with any questions at 477-8547.

Thank you.

Sincerely,

*Maria DiGirolamo*  
Maria DiGirolamo

*Maria*  
AUTHOR: *Maria*  
CORRECT: *Article*  
DATE: *8/13/99*  
DOC. #/41: *MM*

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-08/31/99-01059-003  
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99 AUG 31 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*8/13/99*  
*MM*

Articles of Incorporation

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation

Article I Name

The name of the corporation shall be:

Spire Asset Management, Inc.

Article II Principal Office

The principal place of business and mailing address of this corporation shall be:

9256 N. Palafox Street  
Pensacola, FL 32534

Article III Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Two Hundred (200), all which shall be without par value

Article IV Initial Registered Agent and Street Address

The name and address of the initial registered agent is:

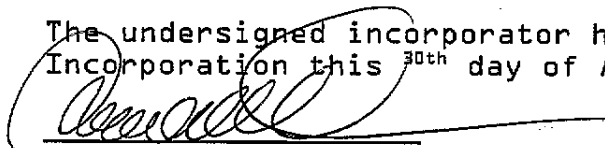
Maria DiGirolamo  
9256 N. Palafox Street  
Pensacola, FL 32534

Article V Incorporator

The name and street address of the incorporator to these Articles of Incorporation is:

Maria DiGirolamo  
9256 N. Palafox Street  
Pensacola, FL 32534

The undersigned incorporator has executed these Articles of Incorporation this 30th day of August 1999.

  
Maria DiGirolamo

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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:

Spire Asset Management,  
Inc.

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

Maria DiGirolamo

(NAME)

9256 N. Palafex St.

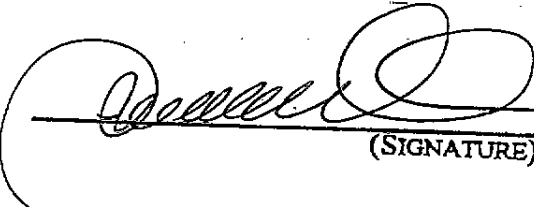
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Pensacola FL 32534

(CITY/STATE/ZIP)

FILED  
99 AUG 31 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(SIGNATURE)

8/30/99  
(DATE)