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LARSON & LARSON, P.A.

ATTORNEYS AT LAW  
Practicing Domestic & International  
Patent Trademark & Copyright Law  
Trial and Appellate Litigation

H. WILLIAM LARSON  
HERBERT W. LARSON

ALSO ADMITTED IN DELAWARE AND THE DISTRICT  
OF COLUMBIA AND REGISTERED TO PRACTICE  
BEFORE THE U. S. PATENT AND TRADEMARK  
OFFICE. (REG. NO. 21008).

JAMES E. LARSON  
REGISTERED TO PRACTICE BEFORE THE  
U. S. PATENT AND TRADEMARK OFFICE  
(REG. NO. 37867).

11199-69th STREET NORTH  
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727-546-0660  
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BATTAGLIA, ROSS, DICUS & WEIN, P.A.  
TRIAL COUNSEL

August 18, 1999

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

000002965880--4  
-08/20/99--01082--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Incorporation of Spencer & Associates, Inc.  
My File 438.16

Dear Madam Secretary:

Enclosed in connection with the above is the Articles of Incorporation and a check for \$70.00 to cover the cost. Please direct all correspondence to the undersigned. Thank you in advance for your assistance.

Very truly yours,

LARSON & LARSON, P.A.



H. William Larson

Enclosure

FILED  
99 SEP -8 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W-1975C  
JGf/z



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 25, 1999

H. WILLIAM LARSON  
LARSON & LARSON, P.A.  
11199-69TH ST. NORTH  
LARGO, FL 33773-5504

SUBJECT: SPENCER & ASSOCIATES, INC.  
Ref. Number: W99000019759

We have received your document for SPENCER & ASSOCIATES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum  
Document Specialist

Letter Number: 999A00042718

**ARTICLES OF INCORPORATION  
OF  
SPENCER & ASSOCIATES ARCHITECTURE, INC.**

1. The name of the corporation is **Spencer & Associates Architecture, Inc.**
2. The principal place of business and mailing address of the corporation is 1215 South Myrtle Rd., Clearwater, FL 33756.
3. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.
4. The total number of shares of stock which the corporation is authorized to issue is one hundred thousand (100,000), no par value.
5. The business and affairs of the corporation shall be managed by the Board of Directors, and the directors need not be elected by ballot unless required by the By-Laws of the corporation.
6. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to adopt, amend or repeal the By-Laws.
7. The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Florida. All rights conferred are granted subject to this reservation.
8. The name and address of its registered office in the State of Florida is H. William Larson, Esq., Larson & Larson, P.A., 11199 69th Street North, Largo, FL 33773.
9. The name and mailing address of the persons who are to serve as a directors until the first annual meeting of the stockholders or until successors are elected and qualified are:

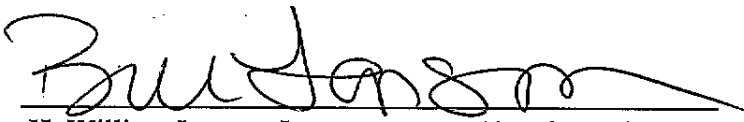
<u>NAME</u>	<u>MAILING ADDRESS</u>
Stephen J. Spencer	1215 South Myrtle Rd., Clearwater, FL 33756

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10. The incorporator is H. William Larson, Esq., Larson & Larson, P.A., 11199 69th Street North, Largo, FL 33773.

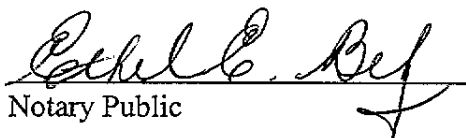
I, **THE UNDERSIGNED**, being the incorporator, for the purpose of forming a corporation under the Laws of the State of Florida, do make, file and record this Certificate of Incorporation, certifying that the facts herein stated are true.

I, **THE UNDERSIGNED**, accept appointment as registered agent for the above named corporation to be formed and state that I am familiar with and accept the obligations provided for in § 607.0505 Florida Statutes.

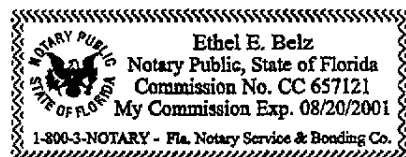
  
H. William Larson, Incorporator and Registered Agent

STATE OF FLORIDA     )  
COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me this August 30, 1999 by H. William Larson, who is personally known to me.

  
Notary Public

Seal:



**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA