

P99000101877

November 01st, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

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-11/18/99--01039--016
*****70.00 *****70.00

To Whom It May Concern,

Enclosed you will find the Articles of Incorporation for *SPECTRALINE INC.*
submitted to be filed, together with payment for it.

Please mail filed documents to address below:

19321-C US Hwy 19 N
Suite 601
Clearwater FL 33764

Thank you for cooperation.

Sincerely,

Ryszard Piotrowski
President

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99 NOV 18 AM 9:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

11-22-99
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ARTICLES OF INCORPORATION
OF

SPECTRALINE INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - Name

The name of the corporation is SPECTRALINE INC.
and the principal office and mailing address is 19321-C US Hwy19 N Ste 601
CLEARWATER FL 33764

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

This corporation is organized for the following purposes : the general purpose for which this corporation shall be organized shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 100 shares of common stock, having par value of \$1.00 per share.

The stock as aforesaid be paid for in lawful money of the United States, or in property, labor or services at a just valuation to be fixed by the incorporators, or by the Board of Directors at a meeting to be called for that special purpose.

ARTICLE V - Preemptive Rights

Every shareholder, upon the sale of 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 pro rata share thereof at the price which it is offered to others.

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is
19321 C US Hwy 19 N Ste 601 CLEARWATER FL 33764
and the name of the initial registered agent of this corporation at that address is
Mary Gawron

ARTICLE VII - Incorporators

The name(s) and address(es) of the person(s) signing these Articles is/are :


Ryszard Piotrowski
7837 Flight Ave
Los Angeles CA 90045

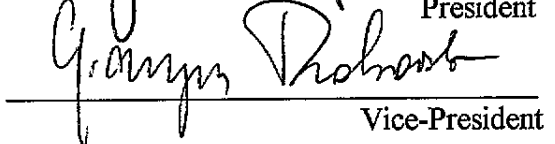
Grazyna Piotrowski
7837 Flight Ave
Los Angeles CA 90045

ARTICLE VIII - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned subscriber(s) has/have executed these Articles of Incorporation this **1st day of November, 1999.**



President


Vice-President

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the law of the State of Florida, submits the following statement in designating office/registered agent , in the State of Florida.

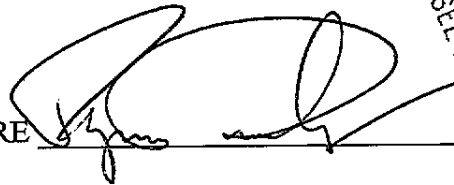
SPECTRALINE INC.

1 .The name of the corporation is: _____

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

Mary Gawron
19321 C US Hwy19 N Ste 601
CLEARWATER FL 33764

SIGNATURE _____

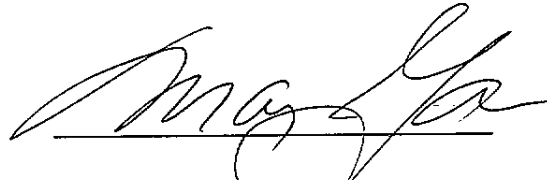


TITLE .. President

DATE 11/01/1999

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, 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.



REGISTERED AGENT

Date: 11/01/1999