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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

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-12/12/01--01023--004
*****70.00 *****70.00

SUBJECT: Spero, Inc.
(Name of corporation - must include suffix)

W01-28592

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

John H. Wilbur, Esquire

(Name of Person)

Wilbur & Allen

(Firm/Company)

112 West Adams Street, Suite 1700

(Address)

Jacksonville, Florida 32202

(City/State and Zip code)

For further information concerning this matter, please call:

John H. Wilbur

(Name of Person)

at (904) 356-4211

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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02 FEB 13 PM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 14, 2001

JOHN H. WILBUR
112 WEST ADAMS STREET, STE 1700
JACKSONVILLE, FL 32202

SUBJECT: SPERO, INC.
Ref. Number: W01000028592

We have received your document for SPERO, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return 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) 245-6097.

Michael Mays
Document Specialist

Letter Number: 901A00065724

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 25, 2002

JOHN H. WILBUR
112 WEST ADAMS STREET, STE 1700
JACKSONVILLE, FL 32202

SUBJECT: SPERO, INC.
Ref. Number: W01000028592

We have received your document for SPERO, 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):

You could add any word to make a difference but Of Florida.

Please return 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) 245-6097.

Michael Mays
Document Specialist

Letter Number: 202A00004379

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TALLAHASSEE, FLORIDA

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RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned John H. Wilbur, Jr., do hereby certify
(Name)

that this Resolution of the Board of Directors of Spero, Inc.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Nevada,
was duly adopted on January 10, 2002

Be it resolved, that Spero, Inc.
(Corporate Name)

organized and existing in the State of Nevada, hereby adopts the name
Spero Benefits, Inc. for use in Florida.

Dated: January 10, 2002



Signature of either Chairman, Vice Chairman or any officer

John H. Wilbur, Jr., Secretary-Treasurer
Type or print name

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TALLAHASSEE, FLORIDA

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Spero, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Nevada

(State or country under the law of which it is incorporated)

3. 59-3742336

(FEI number, if applicable)

4. July 26, 2001

(Date of incorporation)

5. _____

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 6621 Southpoint Drive N. #325, Jacksonville, Florida 32216

(Principal office address)

6621 Southpoint Drive N. #325, Jacksonville, Florida 32216

(Current mailing address)

8. Sale of insurance products

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: John H. Wilbur, Esquire

Office Address: 112 West Adams Street, #1700

Jacksonville, Florida 32202

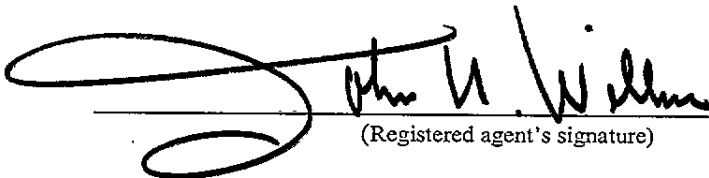
(City)

(Zip code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: John H. Wilbur, Jr.

Address: 6621 Southpoint Drive N. #325, Jacksonville, Florida 32216

Vice Chairman: Susan E. Vasileff

Address: 6621 Southpoint Drive N. #325, Jacksonville, Florida 32216

Director: Susan E. Vasileff

Address: 6621 Southpoint Drive N. #325, Jacksonville, Florida 32216

Director: John H. Wilbur, Jr.

Address: 6621 Southpoint Drive N. #325, Jacksonville, Florida 32216

B. OFFICERS

President: Susan E. Vasileff

Address: 6621 Southpoint Drive N. #325, Jacksonville, Florida 32216

Vice President: _____

Address: _____

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TALLAHASSEE, FLORIDA

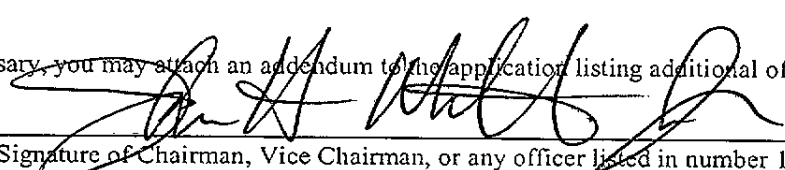
Secretary: John H. Wilbur, Jr.

Address: 6621 Southpoint Drive N. #325, Jacksonville, Florida 32216

Treasurer: John H. Wilbur, Jr.

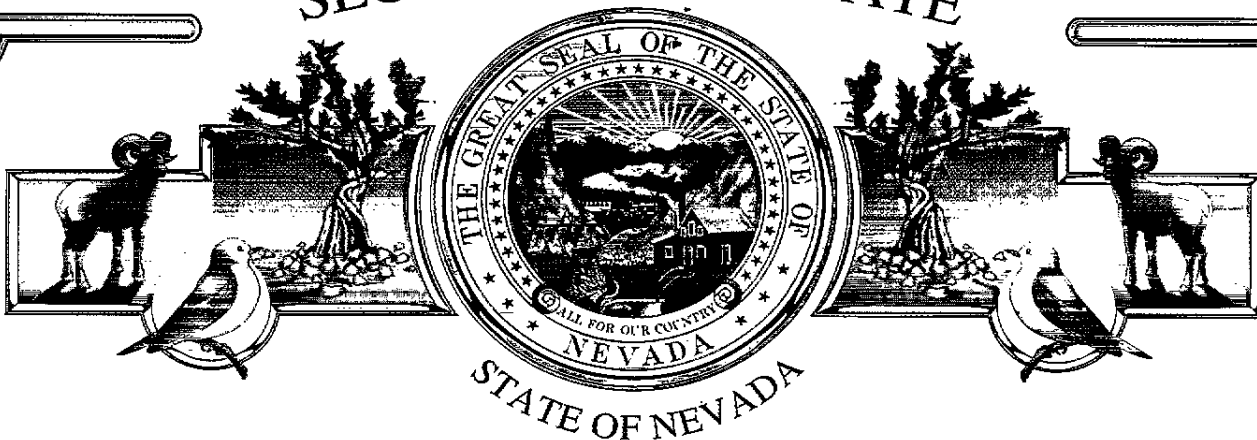
Address: 6621 Southpoint Drive No. #325, Jacksonville, Florida 32216

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John H. Wilbur, Jr., Chairman & Secretary-Treasurer
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **SPERO, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since July 26, 2001, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on October 8, 2001.



Dean Heller

Secretary of State

By

S. J. Zarr

Certification Clerk

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TALLAHASSEE, FLORIDA