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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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TALLATIASSEE FLORIDA

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| Spriestm, Inc. | |
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| | Art of Inc. File |
| | LTD Partnership File |
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| | L.C. File |
| | Fictitious Name File |
| | Trade/Service Mark |
| | Merger File |
| | Art. of Amend. File |
| | RA Resignation |
| | Dissolution / Withdrawal |
| | Annual Report / Reinstatement |
| | Cert. Copy |
| | Photo Copy |
| | Certificate of Good Standing |
| | Certificate of Status |
| | Certificate of Fictitious Name |
| | Corp Record Search |
| | Officer Search |
| | Fictitious Search |
| 6: | Fictitious Owner Search |
| Signature | Vehicle Search |
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| Walk-In Will Pick Up | Courier |
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FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

June 7, 2005

CAPITAL CONNECTION ING. 417 E. VIRGINIA STREET SUITE 1 TALLAHASSEE, FL 32301

SUBJECT: SPRIESTM, INC. Ref. Number: W05000028190

PLEASE OBTAIN THE ORIGINA FILE DATE

RECEIVED
05 JUN 16 PM 2: 35

We have received your document for SPRIESTM, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

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) 245-6973.

Claretha Golden Document Specialist New Filings Section

Letter Number: 705A00039990

RE-SUBINIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

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Allan SSECTION S ARTICLES OF INCORPORATION

OF

SPRIESTM, INC.

The undersigned, for the purpose of forming a not for profit corporation under Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is SPRIESTM, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 512 William St., Key West, FL 33040.

ARTICLE III: PURPOSE

The purpose of the corporation is to promote the arts by offering grants to worthy performers and visual artists.

ARTICLE IV: QUALIFICATION

The qualifications for members and the manner of their admission are stated in the bylaws of the corporation.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and agent of the corporation is Susan P. Mesker, 512 William St., Key West, FL 33040.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The manner in which the directors are elected is stated in the corporate bylaws. The names and addresses of the initial board of directors are Susan P. Mesker, Judy Clifford, Tom Higgins, 512 William St., Key West, FL 33040.

ARTICLE VII: NON-STOCK BASIS

The corporation is organized under a non-stock basis.

ARTICLE VIII: DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt organizations described in sections 501(c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose.

ARTICLE IX: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 East Virginia Street, Suite 1, Tallahassee, Florida 32301.

ARTICLE X: AMENDMENTS

The corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendment(s) thereto.

ARTICLE XI: CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

The undersigned incorporator has executed these Articles of Incorporation this 6th day of June 2005.

"Capital Connection, Inc. by Stacey Piland, Client Representative"

Starry Plano

The last transfer

2005 JUN - 6 PH 1: 33

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICELLAHASSEE FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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: | 5 PRI | ESTM | INC. | |
|----------------|-----------------------|----------------|-----------------|-------------|--|
| | | | | - | |
| | | | | | |
| 2. The name an | i street address of t | the registered | agent and offic | ce is: | |
| ···· | SUSAN | 1 P. | MESKE | R | |
| | 512 4 | VILLIA | M ST. | | |
| | KEY | WFST | Fi 33 | 040 | |

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HAVE BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE 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.

Sugar F. misher