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FLORIDA PROFIT/NON PROFIT CORPORATION
Spark America, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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February 9, 2010

FLORIDA DEPARTMENT OF STATE

Division of Corporations

NASON, YEAGER, GERSON, WHITE & LIOCE, P.A.

SUBJECT: SPARK AMERICA, INC.
REF: W1000006502

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity must be identical throughout the document.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden
Regulatory Specialist II
New Filing Section

FAX Aud. #: H10000027987
Letter Number: 210A00003302

ARTICLES OF INCORPORATION
OF
SPARK AMERICA, INC.
A NON-PROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), in order to form a non-profit corporation under the laws of the state of Florida, adopt the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is Spark America, Inc.

ARTICLE II
PRINCIPAL OFFICE

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

c/o J. Rodman Steele, Jr.
525 Okeechobee Blvd.
Fifteenth Floor
West Palm Beach, FL 33401

ARTICLE III
REGISTERED AGENT AND OFFICE

The name and address of the registered agent of this corporation is:

J. Rodman Steele, Jr.
525 Okeechobee Blvd.
Fifteenth Floor
West Palm Beach, FL 33401

ARTICLE IV
GENERAL AND SPECIFIC PURPOSES AND MISSION

The specific purpose for which this corporation is organized is to encourage exercise as positive behavior among those affected by ADD, ADHD, OCD, anxiety disorders, depression and addiction.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE V
DIRECTORS**

The corporation shall have no fewer than three (3) and not more than fifteen (15) directors and collectively they shall be known as the board of directors and shall be appointed in accordance with the Bylaws.

**ARTICLE VI
INCORPORATOR**

The name and address of the incorporator of this corporation is:

J. Rodman Steele, Jr.
525 Okeechobee Blvd.
Fifteenth Floor
West Palm Beach, FL 33401

**ARTICLE VII
DURATION**

The period of duration of this corporation is perpetual.

Any additional provisions for the operation of the corporation are as follows:

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

**ARTICLE VIII
DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed by the Board of Directors for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

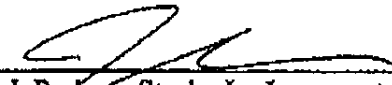
**ARTICLE IX
AMENDMENT OF BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Corporation's directors, in the manner specified in the Corporation's Bylaws.

**ARTICLE X
AMENDMENT OF ARTICLES**

These Articles of Incorporation may be amended in the manner provided by law.

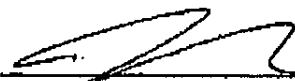
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 9th day of February, 2010.



J. Rodman Steele, Jr., Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Spark America, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes.


J. Rodman Steele, Jr.
Dated: February 9, 2010
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200 FEB - 9 A 11: 57
TALLAHASSEE, FLORIDA
SECRETARY OF STATE