

P01000026614

SPOTTSWOOD, SPOTTSWOOD AND SPOTTSWOOD
ATTORNEYS AND COUNSELORS AT LAW
500 FLEMING STREET
POST OFFICE BOX 1900
KEY WEST, FLORIDA 33041-1900

JOHN M. SPOTTSWOOD, JR.
WILLIAM B. SPOTTSWOOD

March 9, 2001

TELEPHONE
305 - 294 - 9556
TELECOPIER
305 - 292 - 1982

OF COUNSEL:
JOHN M. SPOTTSWOOD (1920-1975)

100003831781--3
-03/13/01--01006--019
*****78.75 *****78.75

Division of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301

RE: B.W. Sprague, Inc.

Dear Sir:

Enclosed you will find the original and one copy of the Articles of Incorporation on the above referenced for filing with your office. I have also enclosed my check in the amount of \$78.75 as payment for the filing fee and a certified copy of the Articles. If I can be of any further assistance to you concerning this matter, please call me or my secretary, Robin Gedmin.

Thanking you for your assistance with this matter, I am,

Sincerely,

John M. Spottswood, Jr.
JOHN M. SPOTTSWOOD, JR.

FILED
2001 MAR 12 PM 3:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JMSjr/rrg

Enclosures
Federal Express

3/14/01

FILED

2001 MAR 12 PM 3:22

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE FLORIDA

FIRST: The name of this corporation is: B. W. SPRAGUE, INC.

SECOND: This corporation is organized for the purpose of transacting any and all lawful business for which the corporation may be formed under Chapter 607 of the Florida Statutes.

THIRD: This corporation is authorized to issue 500 shares of common stock, par value \$1.00 per share.

FOURTH: The name and address of the initial registered agent of this corporation is: BILLY W. SPRAGUE, whose mailing address is 3735 Eagle Avenue, Key West, FL 33040.

FIFTH: The name and address of the initial director is: KIM P. CARNEY, whose address is: 3735 Eagle Avenue, Key West, FL 33040. The number of directors may be increased or decreased from time to time as provided in the By-laws but shall never be less than one.

SIXTH: The name and address of the incorporator of this corporation is: KIM P. CARNEY, whose address is 3735 Eagle Avenue, Key West, FL 33040.


SEVENTH: This corporation shall indemnify its officers, directors, employees and agent to the full extent permitted by law.

EIGHTH: This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

NINTH: The principal address of the corporation is 825 Duval Street, Key West, FL 33040.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8th day of March, 2001.

Incorporator: _____


KIM P. CARNEY

FILED

STATE OF FLORIDA

2001 MAR 12 PM 3:22

COUNTY OF MONROE

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The foregoing instrument was acknowledged before me this 8
day of March, 2001, by KIM P. CARNEY, who is personally known to me,
or who has produced _____ as identification.



NOTARY PUBLIC



Angela N. Lucido
MY COMMISSION # CC851782 EXPIRES
July 5, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

Angela Lucido

Printed Name of Notary Public

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appoint as registered agent
contained in the foregoing Articles of Incorporation.



BILLY W. SPRAGUE