

Law Office of Karen Brown Gattozzi

1109 S. Congress Avenue ~ West Palm Beach, FL 33406
Phone 561-432-0511 ~ Fax 561-642-4325

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

700005662657--8
-05/31/02--01039--024
*****78.75 *****78.75

MAY 29, 2002

RE: The Sprout Group, Inc.

Dear Division of Corporations:

Enclosed herewith for filing with your office please find the original Articles of Incorporation together with Certificate of Registered Agent in duplicate for the above named new corporation.

Also enclosed is a check payable to your order for the following:

Filing Fee	\$35.00
Certificate Under Seal	8.75
Designation of Registered Agent	<u>35.00</u>
	\$78.75

Please return the Certificate Under Seal to me at your earliest convenience in the enclosed self addressed stamped envelope.

Should you require anything further to facilitate this filing please contact me at the above noted address. Thank you.

Sincerely,



Karen Brown Gattozzi

KBG/cca

encl.

cc: cl



FILED
02 MAY 31 PM 3:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
The Sprout Group, Inc.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME

The name of this corporation is **The Sprout Group, Inc.**

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 704 Lake Avenue, Lake Worth, Florida 33460 and the name of the initial registered agent at that address is Michael T. Kenney.

ARTICLE III. PURPOSE

The corporation is organized for the purpose of engaging in and transacting any and all business for which corporations may act under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The corporation has authority to issue One Thousand (1,000) shares of stock, all of which shall be common shares with no par value.

ARTICLE V. PREEMPTIVE RIGHTS

Each shareholder shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

ARTICLE VI. DIRECTORS

The method of election of the directors of the corporation is set forth in the bylaws. The initial Board of Directors shall consist of one (1) members. The names and addresses of the member of the initial Board of Directors is:

FILED
02 MAY 31 PM 3:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Michael T. Kenney

704 Lake Avenue
Lake Worth, FL 33460

ARTICLE VII. OFFICERS

The initial officers of the corporation shall be:

President: Michael T. Kenney

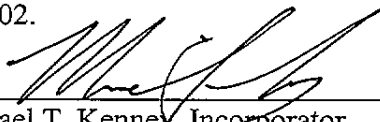
Secretary: Michael T. Kenney

Treasurer: Michael T. Kenney

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation is Michael T. Kenney, 704 Lake Avenue, Lake Worth, FL 33460.

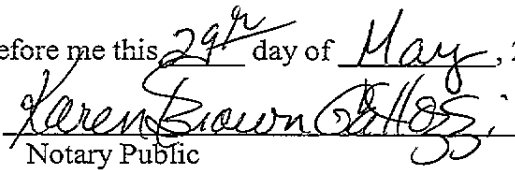
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this the 29 day of May, 2002.



Michael T. Kenney, Incorporator

**STATE OF FLORIDA
COUNTY OF PALM BEACH**

The foregoing instrument was acknowledged before me this 29th day of May, 2002.



Notary Public

My Commission Expires:



Karen Brown Gattozzi
Commission # DD 004380
Expires April 9, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

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

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned 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:


The Sprout Group, Inc.

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

Michael T. Kenney
704 Lake Avenue
Lake Worth, Florida 33460

Having been named as registered agent and to accept service of process for the above stated 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.

Executed this 29 day of May, 2002.



Michael T. Kenney

FILED
02 MAY 31 PM 3:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA