

PO2000120691

October 17, 2002

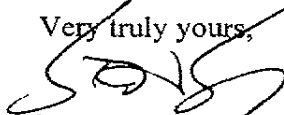
Department of State  
Division Of Corporations  
**ATTN: NEW FILING SECTION**  
PO Box 6327  
Tallahassee, Fl. 32314

RE: WINTERGREEN ASSET MANAGEMENT

Dear New Filing Section

Enclosed please find an original and one copy of articles of incorporation for Wintergreen Asset Management, a Florida corporation for profit. Also enclosed is my check in the amount of \$87.50 for the filing fee and certificate of status. Thank you for your attention to this matter. Should you have any questions or concerns, Kindly contact me at (954) 717-4004 or in writing at 4778 W. Commercial Blvd. Tamarac Fl. 33319.

Very truly yours,

  
Steven H. Sprague

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-10/21/02--01056--010  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

FILED  
02 NOV -6 PM 4: 07  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

2002-30002  
13611  
2002-2003

(C)



FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

11/12  
October 23, 2002

STEVEN H. SPRAGUE  
4778 W. COMMERCIAL BLVD.  
TAMARAC, FL 33319

SUBJECT: WINTERGREEN ASSET MANAGEMENT  
Ref. Number: W02000030602

We have received your document for WINTERGREEN ASSET MANAGEMENT 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 corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 245-6965.

Shannon Elliott  
Document Specialist  
New Filing Section

Letter Number: 502A00058660

Problem Corrected.

THML  
4W  
ST

**ARTICLES OF INCORPORATION  
OF  
WINTERGREEN ASSET MANAGEMENT, INC.**

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02 NOV -6 PM 4: 07  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Steven H. Sprague, a natural person competent to contract, does hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

**ARTICLE I  
NAME**

The name of the corporation shall be as stated above.

**ARTICLE II  
GENERAL NATURE OF BUSINESS**

This corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE III  
CAPITAL STOCK**

The maximum shares of capital stock authorized to be issued by this corporation shall be ( 500 ) shares having a par value of \$1.00 ( ONE DOLLOR ) per share. Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the Stockholders. All or any part of said capital stock may be paid for in cash, in property (other than stock or securities), or in labor or services at a fair valuation to be fixed by the incorporators, or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable.

**ARTICLE IV  
INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business shall be no less than \$500.00 (FIVE HUNDRED DOLLORS).

**ARTICLE V  
TERM OF EXISTENCE**

This corporation shall have perpetual existence.

## **ARTICLE VI PRINCIPLE OFFICE**

The following shall be the street address and principle office of this corporation, but the corporation shall have the power to move the principle office to any other address in the State of Florida, and to establish branch offices and other places of business at any such other places within or without the State of Florida that may be deemed expedient: 4778 W. Commercial Blvd. Tamarac, Fl 33319

## **ARTICLE VII DIRECTORS**

There shall be a Board of Directors for this corporation which shall consist of not less than One (1) and not more than nine (9), the number of same to be fixed by the corporate by-laws. Each of said Directors shall be of full age and at least one of them shall be a citizen of the United States. Any Director may be removed, without cause, at any annual or special meeting of the Stockholders, where a quorum is present in person or by proxy, by the affirmative vote of a majority of the outstanding stock of the corporation entitled to vote at said meeting. Any officer of the corporation may be removed without cause at any annual or special meeting of the Board of Directors, where a quorum is present in person or proxy, by the affirmative vote of a majority of the Directors present at said meeting.

## **ARTICLE VIII INITIAL BOARD OF DIRECTORS**

The names and addresses of the first Board of Directors are: Steven H. Sprague of 1311B Bayview Dr. Ft. Lauderdale Fl. 33304.

The members of the first Board of Directors, unless otherwise provided by the By-Laws, Or unless removed as provided herein, shall hold office for the first year of the corporate existence or until their successors are elected and appointed and have qualified.

## **ARTICLE IX SUBSCRIBERS**

The name and address of the sole subscriber to these Articles of Incorporation are as follows: Steven H. Sprague of 1311B Bayview Dr. Ft. Lauderdale, Fl. 33304.

## **ARTICLE X CONFLICT OF INTEREST**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Officers of this corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other corporations; any Director individually or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this corporation who is also a Director or Officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or Officer of such other corporation or not so interested.

## **ARTICLE XI INDEMNIFICATION**

Every Director and every Officer of this corporation shall be indemnified by this corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or Imposed upon him in connection with any proceedings to which he may be a party or to which he may be involved, or any appeal therein, by reason of his being or having been a Director or Officer of this corporation, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty or willfull misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification, herunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlements or reimbursements as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled as a matter of law or otherwise.

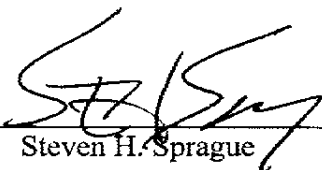
## **ARTICLE VII ASSIGNMENT OF SUBSCRIPTION**

The original Subscriber to these Articles of Incorporation shall have the right, upon incorporation, to assign and deliver his subscription to any other person, firm or corporation who may thereafter become subscribers to the capital stock of this corporation who, upon acceptance of such assignment, shall stand in lieu of the original subscriber, and assume and carry out all the rights, liabilities and duties entailed by such subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

**ARTICLE XIII  
AMENDMENT**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now and hereinafter prescribed by the laws of the State of Florida and all rights conferred upon the stockholders herein are subject to this Reservation.

**IN WITNESS WHEREOF**, I have executed these Articles of Incorporation for the Uses and purposes herein stated.

  
\_\_\_\_\_  
Steven H. Sprague


STATE OF FLORIDA  
COUNTY OF BROWARD

**SWORN TO AND SUBSCRIBED** to me this 17<sup>th</sup> day of October, 2002,  
by \_\_\_\_\_

STEVEN H. SPRAGUE, who is personally known to me or who produced \_\_\_\_\_  
as identification and who did/did not take an oath.

WITNESS my hand and seal in the County and State last aforesaid this \_\_\_\_\_ day of \_\_\_\_\_, 2002.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:

 Allison Kay Werner  
My Commission 00093962  
Expires February 20, 2006

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE  
FOR THE SERVICE OF PROCESS WITH THE STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of chapter 48.091, Florida Statutes, the following is submitted in compliance With said Act:

First, that Wintergreen Asset Management, desiring to organize under the laws of the State of Florida. With its principal office, as indicated in the Articles of Incorporation at the City of Tamarac, County of Broward, State of Florida, has named Steven H. Sprague of 1311 B Bayview Dr. Ft Lauderdale, Fl. 33304., County of Broward, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

By: 

Resident Agent

FILED  
02 NOV -6 PM 4:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA