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[Signature]

JOHN H. EVANS, P. A.
ATTORNEYS AT LAW

1702 SOUTH WASHINGTON AVENUE
TITUSVILLE, FLORIDA 32780

JOHN H. EVANS
DOUGLAS W. BAKER

TEL: 321/267-5504
FAX: 321/267-0418

April 16, 2003

Via Airborne #8872885534

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

Re: Sprague Logistics, Inc.
Our File Number: DWB-2177

Dear Sir/Madam:

Enclosed find the original and one copy of the Articles of Incorporation for the above-captioned corporation, together with our check # 4420 in the amount of seventy dollars (\$70.00) to cover your filing fees. Please stamp the copy of the Articles with the date received at your office and return to the undersigned.

Thank you for your assistance in this matter.

Sincerely yours,


Douglas W. Baker, Esquire

DWB/mcr
Enclosures
cc: Mr. Kevin Sprague

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SPRAGUE LOGISTICS, INC.

Pursuant to Chapter 607, *Florida Statutes (2002)*, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is:

SPRAGUE LOGISTICS, INC.

ARTICLE II

The nature of the business of this corporation is any and all lawful business which a corporation is permitted to conduct in the State of Florida.

ARTICLE III

The capital stock of this corporation shall be 500 shares of \$1.00 par value common stock. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as amended by the Small Business Tax Revision Act of 1958.

All of said stock shall be payable in cash, or property other than stock or securities in lieu of cash, at a just valuation to be determined by the stockholders of this corporation.

ARTICLE IV

The amount of capital with which this corporation will begin business is \$500.00.

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The initial registered agent and registered office of the corporation in the State of Florida is: **JOHN H. EVANS**, The stockholders may from time to time move the principal office to any other address in Florida. The principal office and mailing address of the corporation is 1702 South Washington Avenue, Titusville, Brevard County, Florida 32780.

ARTICLE VII

The names and addresses of the directors are:

<u>NAME</u>	<u>ADDRESS</u>
KEVIN SPRAGUE	P.O. Box 521048 Miami, Florida 33512-1048
BRIAN SPRAGUE	1211 Rain Forest Lane Clermont, Florida 34711

ARTICLE VIII

The name and address of the subscriber to the Certificate of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOHN H. EVANS	1702 S. Washington Avenue Titusville, Florida 32780

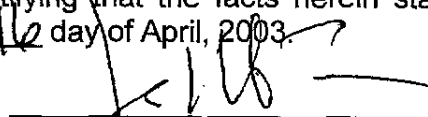
ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set his hands and seals this 16 day of April, 2003.

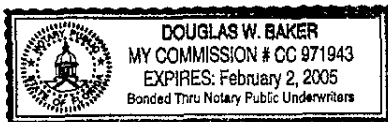


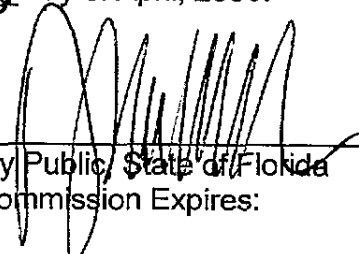
JOHN H. EVANS,
INCORPORATOR and SUBSCRIBER

STATE OF FLORIDA COUNTY OF BREVARD

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **JOHN H. EVANS**, to me well known to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed and that he is personally known to me or produced sufficient identification, and did not take an oath.

WITNESS my hand and official seal this 16 day of April, 2003.





Notary Public, State of Florida
My Commission Expires:

STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE OF
SPRAGUE LOGISTICS, INC.

FILED

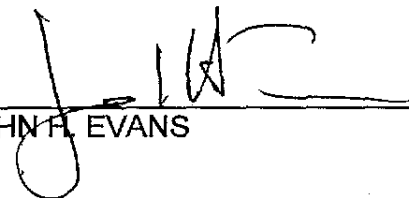
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of *Florida Statutes, Sections 48.091 and 607.034(3)*, the undersigned, as Incorporator and Subscriber of **SPRAGUE LOGISTICS, INC.** hereby files this statement of the designation and acceptance of the initial registered agent of the Corporation.

The street address and mailing address of the initial registered office of this Corporation is 1702 South Washington Avenue, Titusville, Florida 32780 and JOHN H. EVANS, the initial registered agent of this Corporation.

DATED this 16 day of April 2003.




JOHN H. EVANS

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of **SPRAGUE LOGISTICS, INC.** at the initial registration office of the Corporation at 1702 S. Washington Avenue, Titusville, Florida 32780.

DATED this 16 day of April 2003.



JOHN H. EVANS