

LAW OFFICES
FARISH, FARISH & ROMANI

316 BANYAN BOULEVARD

P.O. BOX 4118

WEST PALM BEACH, FLORIDA 33402

JOS. D. FARISH (1892 - 1977)

JOS. D. FARISH, JR.

ROBERT V. ROMANI

S. EMORY ROGERS

PETER M. BASSETT

KEITH R. TAYLOR

KEN P. BERTER

LEGAL ASSISTANT

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Florida Department of State
Division of Corporations
409 E. Gains Street
Tallahassee, FL 32399

400002023974--1
-12/10/96--01006--009
****122.50 ****122.50

Re: Harris-Sprague, Inc.

Dear Sir/Madam:

Enclosed please find the proposed Articles of Incorporation of Harris-Sprague, Inc., the signed Acceptance of Registered Agent, a copy of the Articles to be conformed and our check in the amount of \$122.50 representing the follows:

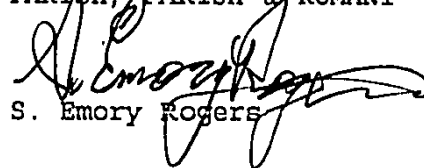
Filing Fee	\$52.50
Certified Copy	35.00
Registered Agent Fee	35.00

Please record these Articles as soon as possible and return a conformed copy to my attention in the enclosed, self addressed envelope.

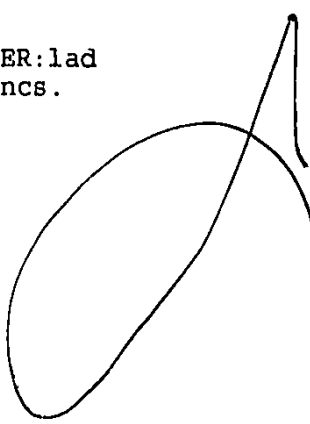
Thank you.

Yours truly,

FARISH, FARISH & ROMANI


S. Emory Rogers

SER:lad
Encs.

 12/11

FILED
96 DEC -9 AM 10:39
TALLAHASSEE, FLORIDA

FILED
96 DEC -9 AM 10:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
of
HARRIS-SPRAGUE, INC.

The undersigned subscribe to these Articles of Incorporation to form a corporation for profit under the law of the State of Florida.

ARTICLE I

The name of the corporation shall be:

HARRIS-SPRAGUE, INC.

and its principal office for conduction of business is: 5319 Lake Worth Road, Lake Worth, FL 33463

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE II

The general nature of the business to be conducted by this corporation is to engage in any activities or business permitted under the laws of the United States and Florida; in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

The maximum number of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of Common Stock at One Dollar (\$1.00) par value per share. Said capital stock shall be fully paid and

nonassessable, which shall be equal and uniform in all respects but subject to all restrictions and conditions of the By-laws of the corporation pertaining hereto and shall be payable in lawful money of the United States, or in property, labor, or in services at a just valuation to be fixed by the stockholders at a meeting duly convened and held.

ARTICLE IV

The transferability of any of the shares of stock in this corporation may be restricted by any shareholders' agreement entered into by all of the holders of any shares of the stock of this corporation at the time the stockholders' agreement is executed.

ARTICLE V

In the event of an issue of non-issued capital stock or of new stock, should the stock be increased, the existing stockholders at the time of such issue shall have the right to subscribe for and to purchase such stock so issued in a number of shares proportionate to the amount owned at the time of said subsequent issue. In the event that one or more of the stockholders shall fail or refuse to exercise their option, his or their right to subscribe shall inure to the benefit of the other stockholders. Written notice of intention to issue non-issued capital stock or new stock shall be given by the corporation to all stockholders and stockholders shall notify the corporation of their intention to subscribe within thirty (30) days after such notice.

ARTICLE VI

The term of the corporation's existence shall commence upon filing with the Secretary of State, and be perpetual. The business of the corporation shall be conducted, carried on, and managed by the officers of this corporation and a Board of Directors composed of one or more members, which number may be altered from time to time by the By-laws of this corporation within the limitations prescribed by law. The officers of this corporation shall be a President, Vice-President, Secretary, Treasurer and any other office the Board of Directors may deem expedient.

ARTICLE VII

The names and addresses of the Directors constituting the initial Board of Directors is as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Steven Sprague	5319 Lake Worth Rd. Lake Worth, FL 33463	President/Director
Hazel K. Sprague	5319 Lake Worth Rd. Lake Worth, FL 33463	Secretary
Albert W. Sprague	5319 Lake Worth Rd. Lake Worth, FL 33463	Treasurer/Director

ARTICLE VIII

The name and street address of the corporation's initial registered agent is:

Steven Sprague, 5319 Lake Worth Rd., Lake Worth, FL 33463

ARTICLE IX

The names and addresses of the incorporators are as follows:

Steven Sprague, 5319 Lake Worth Rd., Lake Worth, FL 33463

Hazel K. Sprague, 5319 Lake Worth Rd., Lake Worth, FL 33463

Albert W. Sprague, 5319 Lake Worth Rd., Lake Worth, FL 33463

ARTICLE X

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act, or transaction, or in any way connected with such person or persons, firms or corporation. Each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or herself or any other firm, association or corporation in which he or she may in any way be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he or she is also a director of such subsidiary or controlled company.

ARTICLE XI

These Articles of Incorporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statute and all rights conferred upon stockholders herein are granted subject to this reservation.

WITNESS my hand and seal this 5/1 day of

December, 1996

STEVEN SPRAGUE

HAZEL K. SPRAGUE

ALBERT W. SPRAGUE

STATE OF FLORIDA)
) s.s.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements, appeared, known to me to be the persons described in and who executed the foregoing instrument, who acknowledged, subscribed and sworn before me that they executed same, and that I relied upon the following identification

5162781592500 : 5162039223080
5162371288390 FLORIDA DRIVER LICENSES

WITNESS my hand and official seal in the County and State last aforesaid this 31 day of December, 1996



Pierre A. St. Jean
MY COMMISSION # CC591940 EXPIRES
October 9, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Notary Public, State of Florida

PIERRE A. ST. JEAN

Notary's Printed Name

My Commission Expires:

CERTIFICATION OF ACCEPTANCE BY REGISTERED AGENT

I, STEVEN SPRAGUE,

hereby accepts the appointment and designation as Registered Agent for HARRIS-SPRAGUE, INC., a Florida corporation.

STATE OF FLORIDA) ss:
COUNTY OF PALM BEACH)

STEVEN SPRAGUE

SWORN TO AND SUBSCRIBED before me this 31 day of December, 1996 who signed the foregoing and is:
personally known to me, or
X has produced 5162781592500 as identification.

Notary Public, State of Florida

PIERRE A. ST. JEAN

Notary's Printed Name

My Commission Expires:



Pierre A. St. Jean
MY COMMISSION # CC591940 EXPIRES
October 9, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
9 DEC -9 AM 10:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA