

P970000 20826

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Spring Corporation No. 93739

<input type="checkbox"/> Capital Express™	
<input type="checkbox"/> Art. of Inc. File	
<input type="checkbox"/> Corp. Record Search	
<input type="checkbox"/> Ltd. Partnership File	
<input type="checkbox"/> Foreign Corp. File	
<input checked="" type="checkbox"/> Cert. Copy(s)	photo
<input type="checkbox"/> Art. of Amend. File	
<input type="checkbox"/> Dissolution/Withdrawal	
<input type="checkbox"/> C U S-	
<input type="checkbox"/> Fictitious Name File	
<input type="checkbox"/> Name Reservation	
<input type="checkbox"/> Annual Report/Reinstatement	
<input type="checkbox"/> Reg. Agent Service	
<input type="checkbox"/> Document Filing	
<input type="checkbox"/> Corporate Kit	
<input type="checkbox"/> Vehicle Search	
<input type="checkbox"/> Driving Record	
<input type="checkbox"/> Document Retrieval	
<input type="checkbox"/> UCC 1 or 3 File	
<input type="checkbox"/> UCC 11 Search	
<input type="checkbox"/> UCC 11 Retrieval	
<input type="checkbox"/> File No.'s, _____ Copies	
<input type="checkbox"/> Courier Service	
<input type="checkbox"/> Shipping/Handling	
<input type="checkbox"/> Phone ()	
<input type="checkbox"/> Top Priority	
<input type="checkbox"/> Express Mail Prep.	
<input type="checkbox"/> FAX () pgs.	
SUBTOTALS _____	

DISBURSED
FILED
MAR-6 PM 2:35
TALLAHASSEE, FLORIDA

W87-526
MAR 10 1997
502

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No. _____
BY			

WALK-IN 3/11 12:00
Will Pick Up

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 6, 1997

CAP CONN

TALL, FL 32301

SUBJECT: SPRIG CORPORATION
Ref. Number: W97000005263

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97 MAR -6 PM 2:35
TALLAHASSEE, FLORIDA

We have received your document for SPRIG CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 497A00011528

97
MAR -6 PM 3:19
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SPRIG CORPORATION OF KEY LARGO**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is SPRIG CORPORATION OF KEY LARGO

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

The corporation shall have authority to issue 100 shares all of one class, \$1.00 par value.

ARTICLE V

The address of the principal office and mailing address of the corporation is:

96000 Overseas Highway
Apt. EE35
Key Largo, FL 33037

ARTICLE VI

The address of its initial registered office and the name of its initial registered agent

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TALLAHASSEE, FLORIDA

at said address is:

**Jack Bondus
96000 Overseas Highway
Apartment EE35
Key Largo, FL 33037**

ARTICLE VII

The initial board of directors shall consist of one director, whose name and address is:

**Jack Bondus
96000 Overseas Highway
Apartment EE35
Key Largo, FL 33037**

ARTICLE VIII

The name and address of the incorporator is:

**Jack Bondus
96000 Overseas Highway
Apartment EE35
Key Largo, FL 33037**

Preemptive Rights shall be as follows:

1. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or

otherwise acquired shares, including the reissuance of treasury shares.

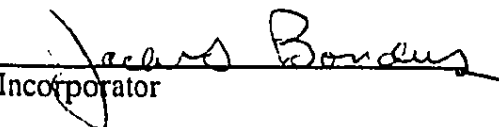
2. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

3. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

4. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

ARTICLE X

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


Incorporator

Dated: 3 - 5 - 97

STATE OF FLORIDA

the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Jacky. Bondus
Registered Agent

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TALLAHASSEE, FLORIDA