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HONIG, KAPLAN & TOLCHINSKY
PARTNERS OF PROFESSIONAL ASSOCIATION

GARY M. HONIG*
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OF COUNSEL
STEVEN M. HONIG†
* ALSO ADMITTED IN MA.
† ADMITTED IN N.J. ONLY

April 22, 1997

VIA FEDERAL EXPRESS
Airbill Number: 8416079781

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*****70.00 *****70.00

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: SPRAGUE ENTERPRISES, INC.

Dear Sir/Madam:

In connection with the filing of the above referenced corporation enclosed please find the following:

1. Original Articles of Incorporation;
2. Check of Honig, Kaplan & Tolchinsky in the amount of \$70.00 to cover filing fees.

Please return the appropriate copies to the above address and contact the undersigned immediately should there be any problems with the filing. Thank you for your cooperation.

Sincerely,

HONIG, KAPLAN & TOLCHINSKY


Gary D. Honig
For the Firm

GDH/cm
Enclosures

FILED
97 APR 23 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

97 APR 23 PM 12:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SPRAGUE ENTERPRISES, INC.**

**ARTICLE I
NAME**

The name of the Corporation is SPRAGUE ENTERPRISES, INC.

**ARTICLE II
PURPOSES**

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

**ARTICLE III
STOCK**

This Corporation is authorized to issue 1,000 shares of common stock with a par value of \$1.00 per share.

**ARTICLE IV
REGISTERED AGENT**

The street address of the initial registered office of this Corporation is 1250 E. Hallandale Beach Blvd., Penthouse, Hallandale, Florida 33009 and the name of the initial registered agent at that address is Gary D. Honig, Esq.

**ARTICLE V
DIRECTORS**

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The name and address of the initial director of this Corporation is:

Leonard Sprague
117 SW 12th Street #1
Gainesville, Florida 32601

**ARTICLE VI
INCORPORATOR**

The name and address of the incorporator of this Corporation is:
Gary D. Honig, Esq.
Honig, Kaplan & Tolchinsky
1250 E. Hallandale Beach Blvd.
Penthouse
Hallandale, Florida 33009

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE VII
ADDRESS**

The principal office and mailing address of the Corporation is:

117 SW 12th Street #1
Gainesville, Florida 32601

**ARTICLE VIII
INDEMNIFICATION**

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

**ARTICLE IX
PERPETUAL EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22nd day of April, 1997.



GARY D. HONE, ESQ.,
Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.



GARY D. HONE, ESQ., Registered
Agent