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November 25, 1997

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-12/01/97--01156--017  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Spirit of the North, Inc.  
Our File No. 3093

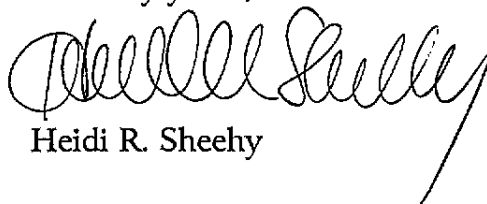
Gentlemen/Ladies:

Enclosed for filing is the original Articles of Incorporation of Spirit of the North, Inc. Also enclosed is our firm check made payable to the Florida Department of State in the amount of \$122.50.

Upon filing of the Articles, please return a certified copy to this office.

Thank you for your attention to this matter.

Sincerely yours,

  
Heidi R. Sheehy

/hrs

Enclosures

FILED  
97 DEC -1 AM 9:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

QN 12-3-97

**ARTICLES OF INCORPORATION**

- of -

**SPIRIT OF THE NORTH, INC.**

FILED  
97 DEC -1 AM 9:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, **AARON J. GOLD**, whose address is 704 West Bay Street, Tampa, Florida 33606, 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 shall be:

**SPIRIT OF THE NORTH, INC.**

The principal place of business of this Corporation shall be 3175 A Sharpe Lane, Palm Harbor, Florida 34683.

**ARTICLE II**

The period of duration of the corporation shall be perpetual.

**ARTICLE III**

The purpose or purposes for which the Corporation is organized is as follows:

To engage in any activity or business not forbidden by the Florida corporation laws, or by other law, or by these Articles of Incorporation, and to carry on said activity or business in any state, territory, district or possession of the United States or in any foreign country to the extent that the activity or business is not forbidden by the law of the state, territory, district or possession of the United States or of any foreign country.

**ARTICLE IV**

The aggregate number of shares that the corporation shall have authority to issue is Ten Thousand shares (10,000) of capital stock with a par value of One & 00/100 Dollars (\$1.00) per share.

## **ARTICLE V**

The initial street address in Florida of the initial registered office of the corporation is 704 West Bay Street, Tampa, Florida 33606, and the name of the initial Registered Agent at said address is Aaron J. Gold, Esquire.

## **ARTICLE VI**

The initial Board of Directors shall consist of two (2) members, who need not be residents of the State of Florida or shareholders in the Corporation.

## **ARTICLE VII**

The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified are as follows:

**Harve W. Weltman**

3175 A Sharpe Lane  
Palm Harbor, FL 34683

**Donald Pinkus**

One North Wacker Drive  
Chicago, IL

## **ARTICLE VIII**

The shareholders shall have the power to adopt, amend, alter or change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with no less than a majority of the vote of the common stock.

## **ARTICLE IX**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of stock of this corporation as may be issued for money or any property or services, from time to time, and in addition to the stock authorized and issued by the corporation. The preemptive right

of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

#### **ARTICLE X**

10.1 The Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined by majority vote at a meeting or by a written instrument signed by a majority of all of the directors, that the officer, director or employee

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

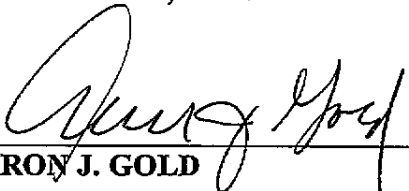
(b) Acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and

(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

10.2 Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer, director or employee is entitled to indemnification, the officer, director, or employee may, within sixty (60) days following the date of service of the demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in subparagraphs (a), (b), and (c) of paragraph 10.1. If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

IN WITNESS WHEREOF, the undersigned has made and subscribed to the above Articles of Incorporation at Tampa, Florida, on the 25<sup>th</sup> day of November, 1997.

  
AARON J. GOLD

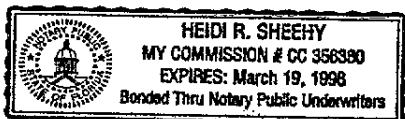
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared AARON J. GOLD, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 25 day of November, 1997.

  
NOTARY PUBLIC

My Commission Expires:



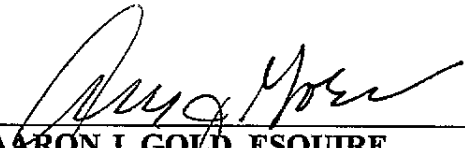
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

That **SPIRIT OF THE NORTH, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Palm Harbor, County of Pinellas, and State of Florida, has named **AARON J. GOLD, ESQUIRE**, located at 704 West Bay Street, Tampa, Florida 33606, 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 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.

  
\_\_\_\_\_  
**AARON J. GOLD, ESQUIRE**  
Registered Agent

**FILED**  
**97 DEC - 1 AM 9:03**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**