

HONIG & KAPLAN, P.A.

P 97000106529

GARY D. HONIG\*  
S. RICHARD KAPLAN

TELEPHONE: (954) 456-3903  
FACSIMILE: (954) 456-1888

December 16, 1997

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

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-12/18/97--01037--007  
\*\*\*\*140.00 \*\*\*\*\*70.00

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

Re: QUINTEROS MANAGEMENT, INC. and SPRITELY, INC.

Dear Sir/Madam:

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

1. Original Articles of Incorporation;
2. Check of Honig & Kaplan, P.A. in the amount of \$140.00 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, P.A.

  
Gary D. Honig  
For the Firm

FILED  
97 DEC 18 AM 8:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

GDH/cm  
Enclosures

K. CHESSEY DEC 19 1997

ARTICLES OF INCORPORATION  
OF  
QUINTEROS MANAGEMENT, INC.

FILED  
97 DEC 18 AM 8:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of the Corporation is QUINTEROS MANAGEMENT, 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:

Washington Quinteros  
c/o HONIG & KAPLAN, P.A.  
1250 E. Hallandale Beach Blvd.  
Penthouse  
Hallandale, Florida 33009

ARTICLE VI  
INCORPORATOR

The name and address of the incorporator of this Corporation is:

GARY D. HONIG, ESQ  
1250 E. Hallandale Beach Blvd.  
Penthouse  
Hallandale, Florida 33009

**ARTICLE VII  
ADDRESS**

The principal office and mailing address of the Corporation is:

c/o HONIG & KAPLAN, P.A.  
1250 E. Hallandale Beach Blvd.  
Penthouse  
Hallandale, Florida 33009

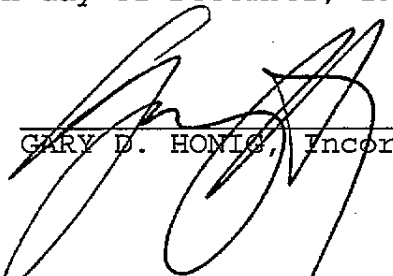
**ARTICLE VIII  
INDEMNIFICATION**

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**

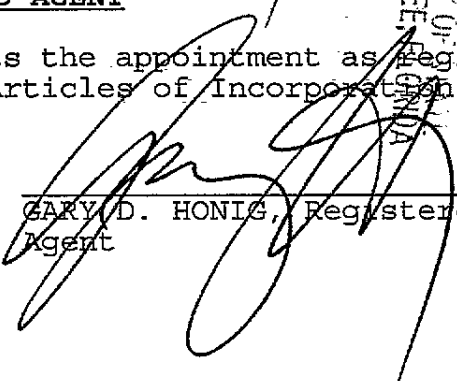
This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16th day of December, 1997.

  
\_\_\_\_\_  
GARY D. HONIG, 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. HONIG, Registered Agent

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FLORIDA