

P99000027/65

Sprague Marine Management, Inc.
193 Woodland Road
Palm Springs, Florida 33461
(561) 964-5104

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 19 PM 4:06

March 16, 1999

Airborne Express

State of Florida
Division of Corporations
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32399

400002812024--0
-03/19/99--01075--002
*****70.00 *****70.00

Re: Sprague Marine Management, Inc.

Dear Sir/Madam:

Enclosed is the Articles of Incorporation (original and duplicate) for the above named corporation.

Also enclosed is a check for the following:

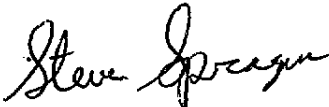
Filing fee	\$35.00
Designation of Registered Agent	35.00

	\$70.00
	=====

Please return the Certificate under Seal to us at your earliest convenience in the enclosed SASE envelope.

Please contact us with any questions. Thank you.

Sincerely,



Steven Sprague

D. BROWN MAR 24 1999

ARTICLES OF INCORPORATION
OF

Sprague Marine Management, Inc.

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

ARTICLE ONE - NAME AND ADDRESS

The name of the corporation shall be **Sprague Marine Management, Inc.** The principal place of business of this corporation shall be **193 Woodland Road, Palm Springs, FL 33461.**

ARTICLE TWO - DURATION

The term of the corporation's existence is perpetual.

ARTICLE THREE - PURPOSE

The corporation's purpose is to engage in and to transact any and all business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR - CAPITAL STOCK

The corporation has authority to issue One Thousand (1,000) shares, all of which shall be common shares with no par value.

ARTICLE FIVE - PREEMPTIVE RIGHTS

Each shareholder shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

ARTICLE SIX - REGISTERED OFFICE

The street address of the corporation's initial registered office is **1109 South Congress Avenue, West Palm Beach, Florida, 33406** and the name of the initial registered agent at that address is **John M. Yeend**, who by executing these articles accepts the responsibility to act in this capacity and states that he is familiar with and accepts the obligations of his position and agrees to comply with all statutes relating to the proper performance of his duties.

ARTICLE SEVEN - OFFICERS

The initial officers of the Corporation shall be:

President:	Steven Sprague
Vice President:	NONE
Treasurer:	Tammie Dixon
Corporate Secretary:	Steven Sprague

ARTICLE EIGHT - DIRECTORS

The initial Board of Directors shall consist of One (1) members. The name and address of the members of the initial Board of Directors is:

Steven Sprague	193 Woodland Road
	Palm Springs, Florida 33461

ARTICLE NINE - INCORPORATORS

The name and address of the incorporator is **Steven Sprague, 193 Woodland Road, Palm Springs, Florida 33461.**

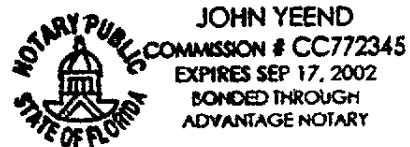
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 18 day of March, 1999.

Steven Sprague
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 18 day of March, 1999 by the above named incorporator.

John Yeend
Notary Public



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAR 19 PM 4:06

IN COMPLIANCE with Section 48.091, Florida Statutes, the following is submitted:

That **Sprague Marine Management, Inc.** desires to organize or qualify under the laws of the State of Florida, with its principal place of business in the County of Palm Beach, State of Florida, and has named **John M. Yeend** located at **1109 South Congress Avenue, West Palm Beach, Florida 33406** as its agent to accept service of process within Florida.

Executed this 18 day of March, 19 99.

Steven Sprague
Director

Having been named to accept service of process for the above stated corporation, at the place designated in the Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Executed this 18 day of March, 19 99.

John Yeend
Registered Agent