

RALPH ROCHETEAU & ASSOC., P.A.
Attorney at Law

c/o Technipoint • 5757 N.W. 11th Street, Suite 160 • Miami, Florida 33126
Tel. (305) 261-3947 • Fax (305) 262-8078

Secretary of State
Division of Corporations
New Filing Section
409 E. Gains Street
Tallahassee, Florida 32399

9900093057
S00002972373--6
-08/30/99-01031-017
*****78.75 *****78.75

Re: **Spry, Inc.**
Dear Sir or Madam:

Enclosed please find: (1) The original and copy of the Articles of Incorporation (including consent to act as registered agent) for a new corporation to be know as **Spry, Inc.**; and a check for seventy dollars (\$78.75).

Please stamp a copy of the Articles of Incorporation, and mail it back to me at above address. I also request a Certificate of Incorporation.

Please feel free to call me collect if you have any question or requests.

Thank you.

Very truly yours,

Ralph Rocheteau
Ralph Rocheteau
For the Firm

RCR/sr

Ralph Rocheteau / *Secretary* GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Art. VII*
DATE *10/22/99*
DOC. EXAM. *10/26*

99-20373
2553, 2545
FILED
99 OCT 22 AM 9:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 2, 1999

RALPH ROCHETEAU
RALPH ROCHETEAU & ASSOC., P.A.
5757 N.W. 11TH STREET, SUITE 160
MIAMI, FL 33126

SUBJECT: SPRY, INC.
Ref. Number: W99000020373

We have received your document for SPRY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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 (850) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 999A00043717

ARTICLES OF INCORPORATION
of
SPRY SYSTEMS, INC.

THE UNDERSIGNED, has executed the following document as incorporator of above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I.

The name of this corporation shall be:

Spry Systems, Inc.

ARTICLE II.

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III.

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things therein

FILED
99 OCT 22 AM 9:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things therein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest herein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees as provided by the laws of the State of Florida.

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other governmental, state, territory, governments district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter by laws, not inconsistent with its articles of

incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have an exercise all powers necessary and convenient to effect its purposes;

To identify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is the total sum of **ONE HUNDRED (100) shares**, having an individual per value of **one dollar (\$1.00) per share**.

Unless other wisestated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation. Shares may be voted cumulatively.

ARTICLE V

The initial Board of Directors shall consist of a total of **ONE PERSON** and the name and address of the PERSON who is to serve as an initial director and officer is:

| | |
|--|--------------------|
| Rosario Armenta 5757 N.W 11 th Street Suite 160 Miami, Florida 33126 | President/Director |
|--|--------------------|

ARTICLE VII

The address of the principal ^{/Registered} office of this corporation is:


Rosario Armenta
c/o 5757 N.W 11th street
Suite 160
Miami, Florida 33126

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Rosario Armenta
5757 NW 11 Street
Miami, Florida 33126

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this **19th** day of **October, 1999**.


Rosario Armenta

STATE OF FLORIDA)

COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgments in the state and county set fourth above, personally appeared **Rosario Armenta** known to me and know by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 19 day of October, 1999.



Ralph Rocheteau

Ralph Rocheteau
Notary Public, State of Florida
at Large

My commission expires:

ARTCORP.IMG
wp61win\sr\2\1

CONSENT TO SERVE AS REGISTERED AGENT
FOR
SPRY SYSTEMS, INC.

Having been named in the State of Florida as registered agent and to accept services of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date:

By: Rosario Armenta
Rosario Armenta
Registered Agent

Sworn to and subscribed before me this 19 th day of October, 1999.



Ralph Rocheteau
Ralph Rocheteau
Notary Public, State of Florida
At Large

My commission expires:

FILED

99 OCT 22 AM 9:02

SECRETARY OF STATE
TALLAHASSEE FLORIDA

RALPH ROCHETEAU & ASSOC., P.A.
Attorney at Law

c/o Techniport • 5757 N.W. 11th Street, Suite 160 • Miami, Florida 33126
Tel. (305) 261-3947 • Fax (305) 262-8078

Secretary of State
Division of Corporations
New Filing Section
409 E. Gains Street
Tallahassee, Florida 32399

9900093057
800002972979--6
-08/30/99-01031-017
*****78.75 *****78.75

Re: **Spry, Inc.**
Dear Sir or Madam:

Enclosed please find: (1) The original and copy of the Articles of Incorporation (including consent to act as registered agent) for a new corporation to be know as **Spry, Inc.**; and a check for seventy dollars (\$78.75).

Please stamp a copy of the Articles of Incorporation, and mail it back to me at above address. I also request a Certificate of Incorporation.

Please feel free to call me collect if you have any question or requests.

Thank you.

Very truly yours,

Ralph Rocheteau
Ralph Rocheteau
For the Firm

RCR/sr

Ralph Rocheteau / *Secretary* GAVE
AUTHORIZATION BY PHONE TO
CORRECT *art. VII*
DATE *10/22/99*
DOC. EXAM. *[Signature]*

FILED
99 OCT 22 AM 9:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

99-20373

2553, 2545

10/26



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 2, 1999

RALPH ROCHETEAU
RALPH ROCHETEAU & ASSOC., P.A.
5757 N.W. 11TH STREET, SUITE 160
MIAMI, FL 33126

SUBJECT: SPRY, INC.
Ref. Number: W99000020373

We have received your document for SPRY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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 (850) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 999A00043717

ARTICLES OF INCORPORATION
of
SPRY SYSTEMS, INC.

THE UNDERSIGNED, has executed the following document as incorporator of above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I.

The name of this corporation shall be:

Spry Systems, Inc.

ARTICLE II.

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III.

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things therein

FILED
99 OCT 22 AM 9:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things therein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest herein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees as provided by the laws of the State of Florida.

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other governmental, state, territory, governments district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter by laws, not inconsistent with its articles of

incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have an exercise all powers necessary and convenient to effect its purposes;

To identify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is the total sumo of **ONE HUNDRED (100) shares**, having an individual per value of **one dollar (\$1.00) per share**.

Unless other wisestated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation. Shares may be voted cumulatively.

ARTICLE V

The initial Board of Directors shall consist of a total of **ONE PERSON** and the name and address of the PERSON who is to serve as an initial director and officer is:

| | |
|--|--------------------|
| Rosario Armenta 5757 N.W 11 th Street Suite 160 Miami, Florida 33126 | President/Director |
|--|--------------------|

ARTICLE VII

The address of the principal ^{/Registered} office of this corporation is:

Rosario Armenta
c/o 5757 N.W 11th street
Suite 160
Miami, Florida 33126

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Rosario Armenta
5757 NW 11 Street
Miami, Florida 33126

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this **19th** day of **October, 1999**.


Rosario Armenta

STATE OF FLORIDA)

COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgments in the state and county set fourth above, personally appeared **Rosario Armenta** known to me and know by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 19 day of October, 1999.



Ralph Rocheteau

Ralph Rocheteau
Notary Public, State of Florida
at Large

My commission expires:

ARTCORP.IFG
wp61win\sr2\ff

CONSENT TO SERVE AS REGISTERED AGENT
FOR
SPRY SYSTEMS, INC.

Having been named in the State of Florida as registered agent and to accept services of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date:

By: Rosario Armenta
Rosario Armenta
Registered Agent

Sworn to and subscribed before me this 19 th day of October, 1999.



Ralph Rocheteau
Ralph Rocheteau
Notary Public, State of Florida
At Large

My commission expires:

FILED
99 OCT 22 AM 9:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA