

2004 LIMITED LIABILITY COMPANY ANNUAL REPORT


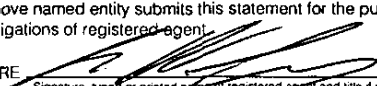
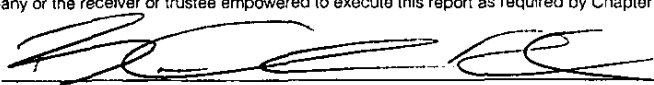
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

MJH

DOCUMENT # L03000000031			
1. Entity Name SPRUCE CREEK SOUND LLC			
Principal Place of Business 108 ACES ALLEY PORT ORANGE, FL 32128 US		Mailing Address 108 ACES ALLEY PORT ORANGE, FL 32128 US	
2. Principal Place of Business 108 ACES ALLEY Suite, Apt. #, etc.		3. Mailing Address 108 ACES ALLEY Suite, Apt. #, etc.	
City & State PORT ORANGE, FL		City & State PORT ORANGE, FL	
Zip 32128	Country U.S.	Zip 32128	Country U.S.
6. Name and Address of Current Registered Agent NEWLEY, CHRISTOPHER T 108 ACES ALLEY PORT ORANGE, FL 32128		7. Name and Address of New Registered Agent	
Name		Name	
Street Address (P.O. Box Number is Not Acceptable)		Street Address (P.O. Box Number is Not Acceptable)	
City		City	
FL		FL	
Zip Code		Zip Code	
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.		4. FEI Number 09172004 Chg-LLC CR2E083 (10/03) 1/0	
SIGNATURE  CHRIS NEWLEY		5. Certificate of Status Desired <input checked="" type="checkbox"/> \$5.00 Additional Fee Required	
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)		DATE 11/1/04	
Filing Fee is \$50.00 Due by September 8, 2004		Make check payable to Florida Department of State	
9. MANAGING MEMBERS/MANAGERS		10. ADDITIONS/CHANGES	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	CEO MART T. MULLER 108 ACES ALLEY PORT ORANGE, FL 32128 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V.P. head engineer CHRIS NEWLEY 108 ACES ALLEY PORT ORANGE, FL 32128 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	000044233540 <input type="checkbox"/> Change <input type="checkbox"/> Addition 01/06/05--01047--003 **145.00
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V.P. marketing, studio mgr. BRANDEN MULLER 108 ACES ALLEY PORT ORANGE, FL 32128 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	2004 <input type="checkbox"/> Change <input type="checkbox"/> Addition 2005
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	REINSTATEMENT
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	200042570592 <input type="checkbox"/> Change <input type="checkbox"/> Addition 11/08/04--01066--004 **55.00
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
11. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.			
SIGNATURE: 		Date: 11/1/04 Daytime Phone #: 407-810-6973	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE		Date Daytime Phone #	