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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
00 AUG 10 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

300003352463--5
-08/10/00-01069-015
*****78.75 *****78.75

SUBJECT: SPRUCE IT UP, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 (Filing Fee & Certified Copy).

FROM: THOMAS FLOYD
 730 Upland Road
 West Palm Beach, FL 33401

D. BROWN AUG 16 2000

ARTICLES OF INCORPORATION

SPRUCE IT UP, INC.

ARTICLE I - NAME

The name of this corporation is SPRUCE IT UP, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 730 Upland Road, West Palm Beach, Florida 33401.

ARTICLE III - DURATION

This corporation shall exist perpetually commencing as of the date these articles are filed with the Secretary of State's office.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of providing consulting services in decorative painting, landscape design, light carpentry, home remodeling and to conduct any other lawful business activity.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of One (\$1.00) Dollar par value common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 730 Upland Road, West Palm Beach, FL 33401 and the name of the initial registered agent of this corporation at that address is Thomas Floyd.

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ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is Thomas Floyd, 730 Upland Road, West Palm Beach, FL 33401.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is: Thomas Floyd, 730 Upland Road, West Palm Beach, FL 33401.

ARTICLE IX - OFFICERS

The following named person(s) shall be officers of this corporation from its inception and until their successors are duly elected and qualify:

Thomas Floyd: President, Treasurer, & Secretary.

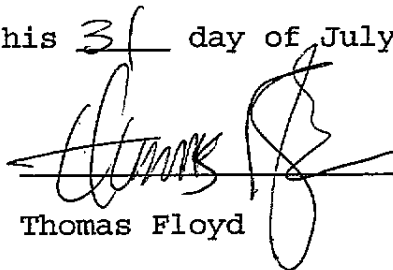
ARTICLE X - AMENDMENT

This corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - FISCAL YEAR

This corporation's Fiscal year shall be the calendar year.

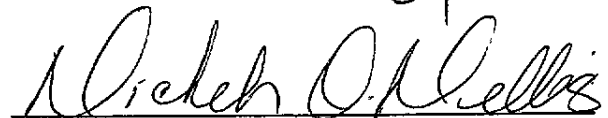
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31 day of July, 2000.


Thomas Floyd

STATE OF FLORIDA :
COUNTY OF PALM BEACH : SS

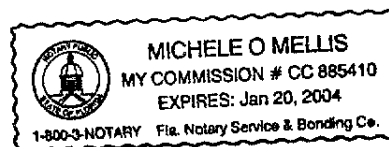
Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Thomas Floyd, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 31 day of July, 2000.


Notary Public, State of Florida

My Commission Expires: 1/20/04

[NOTARY SEAL]



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SECRETARY OF STATE
PALM BEACH, FLORIDA

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 Section 607.0501, Florida Statutes, the following is submitted in compliance therewith:

That SPRUCE IT UP, INC. designates the name and address of its registered agent to accept service of process within this State as follows:

Thomas Floyd
730 Upland Road
West Palm Beach, Florida 33401

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the above-stated address in this State, 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 relating to proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: 
Thomas Floyd

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing certificate was sworn to and acknowledged before me this 31 day of July, 2000.


Notary Public, State of Florida

(NOTARIAL SEAL)

My Commission expires:

