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FLORIDA PROFIT CORPORATION OR P.A.

SPRUCE CORNER, INC.

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ROBERT SHAPIRO PA

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ARTICLES OF INCORPORATION
OF
SPRUCE CORNER, INC.

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I -- NAME

The name of the corporation shall be SPRUCE CORNER, INC.

ARTICLE II -- PRINCIPAL OFFICE

The principal place of business/mailling address is: c/o Robert Lee Shapiro, P.A., 2401 PGA Boulevard, Suite 272, Palm Beach Gardens, Florida 33410.

ARTICLE III -- PURPOSE

The purpose of this corporation is all lawful business and engaging in any activity or business permitted under the laws of the United State or of this Stated.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock with a par value of \$.01 per share.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address in this state of the initial registered office of the corporation is c/o Robert Lee Shapiro, P.A., 2401 PGA Boulevard, Suite 272, Palm Beach Gardens, Florida 33410, and the name of the initial registered agent at such address is Robert Lee Shapiro.

ARTICLE VI -- INCORPORATORS

The name and address of the person signing these Articles is: Robert Lee Shapiro, 2401 PGA Boulevard, Suite 272, Palm Beach Gardens, Florida 33401.

Articles/Spruce Corner, Inc.

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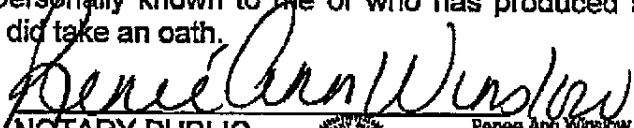

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IN WITNESS WHEREOF, I have made and subscribed these Articles this 5th
day of June, 2001.


ROBERT LEE SHAPIRO

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 5th day of June,
2001, by Robert Lee Shapiro, who is personally known to me or who has produced a
driver's license as identification and who did take an oath.


NOTARY PUBLIC
(Notary Seal)

Renee Ann Windsor
MY COMMISSION # CC338947 EXPIRES
August 23, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

I HEREBY ACCEPT THE DESIGNATION AS ~~REGISTERED AGENT~~ AS SET FORTH
IN THESE ARTICLES OF INCORPORATION.


ROBERT LEE SHAPIRO

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