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**ADORNO & YOSS**

A LIMITED LIABILITY PARTNERSHIP

350 EAST LAS OLAS BOULEVARD, SUITE 1700

FORT LAUDERDALE, FLORIDA 33301

TELEPHONE (954) 763-1200

FACSIMILE (954) 766-7800

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DOUGLAS H. REYNOLDS  
BOARD CERTIFIED  
BUSINESS LITIGATION

E-MAIL: [dhr@adorno.com](mailto:dhr@adorno.com)

January 14, 2005

**VIA UNITED PARCEL SERVICE**

**TRACKING NUMBER 1Z R4W 023 01 9698 9344**

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

RE: *Spoonbill Capital, Inc.*  
Our file number 999999.9999 Spoonbill

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation and Acceptance of Registered Agent for Spoonbill Capital, Inc. I have also provided an additional copy of each document together with our check in the sum of \$78.75, representing the following:

Filing Fee	\$35.00
Registered Agent Designation	\$35.00
Certified copy	<u>\$ 8.75</u>
<b>TOTAL:</b>	<b>\$78.75</b>

Please process the above-referenced incorporation and provide a certified copy to our office, utilizing the self addressed, stamped envelope provided for your convenience.

Thank you for your consideration.

Sincerely yours,



DOUGLAS H. REYNOLDS

DHR\sam  
enclosures  
cc(w\enclosure)  
Rick Haynes

**ARTICLES OF INCORPORATION  
OF  
SPOONBILL CAPITAL, INC.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 JAN 18 PM 1:28

The undersigned, being a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be: SPOONBILL CAPITAL, INC.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 2801 Coral Shores Drive, Fort Lauderdale, FL 33306.

**ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Hundred Shares (100) shares of Common stock, par value \$.0001 per share.

**ARTICLE V  
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI  
REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE IN FLORIDA**

The name of the registered agent and street address of the initial Registered Office of this Corporation in the State of Florida shall be RICHARD D. HAYNES whose address is 2801 Coral Shores Drive, Fort Lauderdale, FL 33306.

**ARTICLE VII  
BOARD OF DIRECTORS**

This Corporation shall have two (2) Directors initially.

**ARTICLE VIII  
INITIAL DIRECTORS**

The names and address of the initial Directors of this Corporation are RICHARD D. HAYNES and B. DIANE HAYNES.


**ARTICLE IX  
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is RICHARD D. HAYNES, whose address is 2801 Coral Shores Drive, Fort Lauderdale, FL 33306.

**ARTICLE X  
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on this 13 day of JANUARY 2005.

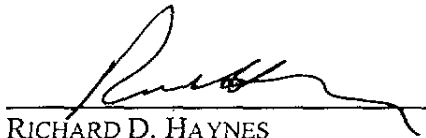
  
\_\_\_\_\_  
RICHARD D. HAYNES, Incorporator  
NOTARY PUBLIC-STATE OF FLORIDA  
DEBRA M. TROYER  
COMMISSION # DD369790  
EXPIRES: NOV 26, 2008  
Bonded Thru Atlantic Bonding Co., Inc.


**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

SPOONBILL CAPITAL, INC., a corporation existing under the laws of the State of Florida, with its principal office and mailing address 2801 Coral Shores Drive, Fort Lauderdale, FL 33306, has named RICHARD D. HAYNES, at the address 2801 Coral Shores Drive, Fort Lauderdale, FL 33306, as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
RICHARD D. HAYNES

  
NOTARY PUBLIC-STATE OF FLORIDA  
DEBRA M. TROYER  
COMMISSION # DD369790  
EXPIRES: NOV 26, 2008  
Bonded Thru Atlantic Bonding Co., Inc.

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