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09/13/05--01033--013 **120.00

FILED

2005 SEP 21 AM 8:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Hampton SEP 22 2005

TO: Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

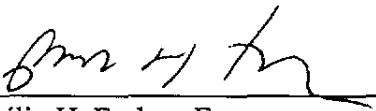
FROM: Philip H. Forbes, Esq.
Law Offices of Philip H. Forbes, PL
11382 Prosperity Farms Road, Suite 227
Palm Beach Gardens, FL 33410-3463

DATE: September 12, 2005

RE: **Certificate of Domestication and Articles of Incorporation
for Spruce Hill Productions, Inc.**

Enclosed please find an original and one copy of the Certificate of Domestication and Articles of Incorporation for **Spruce Hill Productions, Inc.**, as well as a check in the amount of \$120.00 payable to the Florida Department of State for filing fees and Designation of Registered Agent.

Thank you for your attention to this matter. If you require anything further, please call me at (561) 625-1600.


Philip H. Forbes, Esq.

LAW OFFICES OF
PHILIP H. FORBES, PL
ATTORNEY AT LAW

PHILIP H. FORBES*

E-mail: phforbes@bellsouth.net

*ALSO ADMITTED IN PENNSYLVANIA AND TEXAS

SUITE 227
11382 PROSPERITY FARMS ROAD
PALM BEACH GARDENS, FLORIDA 33410-3483
(561) 625-1600 fax (561) 625-6901

September 19, 2005

Ms. Tammy Hampton
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

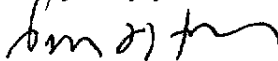
RE: SPRUCE HILL PRODUCTIONS, INC.
Ref. Number: WO5000042769

Dear Ms. Hampton:

Per your enclosed correspondence, please find a check in the amount of 8.75 payable to the Florida Department of State for the Certified Copy of the Certificate of Domestication.

Thank you for your assistance.

Very truly yours,



Philip H. Forbes

PHF/bjf
enclosure



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 14, 2005

PHILIP H FORBES, ESQ
11382 PROSPERITY FARMS RD
STE 227
PALM BEACH GARDENS, FL 33410-3463

SUBJECT: SPRUCE HILL PRODUCTIONS, INC.
Ref. Number: W05000042769

We have received your document for SPRUCE HILL PRODUCTIONS, INC. and your check(s) totaling \$120.00. However, the document has not been filed and is being retained in this office for the following:

There is a balance due of \$8.75.

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) 245-6855.

Tammy Hampton
Document Specialist
New Filings Section

Letter Number: 405A00056867

RECEIVED
05 SEP 24 AM 7:13
TALLAHASSEE, FL 32314

CERTIFICATE OF DOMESTICATION

The undersigned, JOHN DELISA, President, of Spruce Hill Productions, Inc., a foreign Corporation, in accordance with F.S., 607.1801 does hereby certify:

1. The date on which corporation was first formed is February 20, 1987.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being is the Commonwealth of Pennsylvania.
3. The name of the corporation immediately prior to the filing of this certificate of domestication is Spruce Hill Productions, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Spruce Hill Productions, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law, immediately prior to the filing of the certificate of domestication is the Commonwealth of Pennsylvania.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President of Spruce Hill Productions, Inc., and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 9th day of September, 2005.


JOHN DELISA

(Authorized Signature)

2005 SEP 21 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
SPRUCE HILL PRODUCTIONS, INC.

2005 SEP 21 AM 8:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation is **Spruce Hill Productions, Inc.**

ARTICLE II

The street address and the mailing address of the principal office of the Corporation is 400 Ocean Trail Way, #1102, Jupiter, Florida 33477.

ARTICLE III

The maximum number of shares this Corporation is authorized to issue is 1,000, par value \$.01 per share, all of which shall be Common Shares.

ARTICLE IV

The initial street address of the Corporation's registered office is: 11382 Prosperity Farms Road, Suite 227, Palm Beach Gardens, Florida, Florida, 33410. The initial registered agent for the Corporation at that address is: Philip H. Forbes, Esq.

ARTICLE V

The initial board of directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The name and address of the person who will serve on the initial board of directors is:

Name

Address

John Delisa

400 Ocean Trail Way, #1102
Jupiter, FL 33477

ARTICLE VI

The name and street address of the person signing these articles of incorporation is:

Name

Address

John Delisa

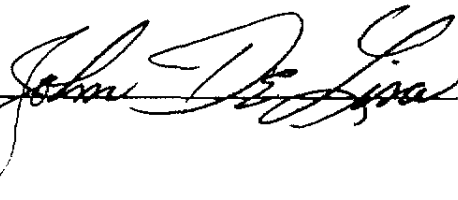
400 Ocean Trail Way, #1102
Jupiter, FL 33477

ARTICLE VII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

The undersigned incorporator has executed these articles of incorporation.

John Delisa
Incorporator



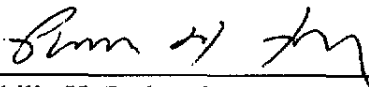
9/12/05

Date

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Spruce Hill Productions, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.

Philip H. Forbes, Esq.
Registered Agent



9/12/05

Date