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(Requestor's Name)

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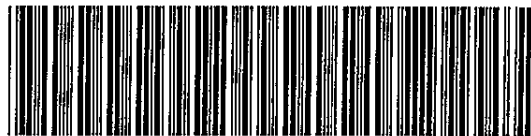
(Business Entity Name)

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STATE OF TEXAS
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
03 JAN 21 AM 10:43

JAN 28 2003

TRANSMITTAL LETTER

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

Date: 1-16-03

Subject: **BUTTERFLY NOTES, INC.**

Enclosed please find:

- original and one copy of the articles of incorporation
- original and one copy of the designation of registered agent
- a check for \$ 78.75, payable to your office.

Please file the articles of incorporation and send to me a certified copy of the certificate of incorporation.

FROM: Cathy L. Lucrezi, Attorney
Cathy L. Lucrezi, P.A.
Attorney for BUTTERFLY NOTES, INC.
1500 Colonial Blvd., Suite 214
Fort Myers, FL 33907
239/931-6044
Fax 239/931-9044

ARTICLES OF INCORPORATION
OF
BUTTERFLY NOTES, INC.
A FLORIDA CORPORATION FOR PROFIT

03 JAN 21 AM 10:43
SECTION OF STATE
DIVISION OF CORPORATIONS

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

ARTICLE I

Name

The name of the corporation ("Corporation") is BUTTERFLY NOTES, INC.

ARTICLE II

Duration

The existence of the corporation shall begin upon the filing of these Articles of Incorporation, and shall be perpetual until and unless dissolved.

ARTICLE III

Principal Place of Business and Mailing Address

The street and mailing address of the principal place of business of the Corporation is 3573 Edgewood Ave., Fort Myers, FL 33916, or as otherwise indicated in the minutes of the Corporation.

ARTICLE IV

Authorization to Issue Shares

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

Initial Registered Agent and Street Address

The name and street address of the Corporation's initial registered agent is Jodi Schwartzel, whose address is 3573 Edgewood Ave., Fort Myers, FL 33916.

ARTICLE VI

Directors

The initial board of directors shall consist of 2 members. The names and address of the persons who will serve on the initial board of directors are: Jodi Schwartzel, 3573 Edgewood Ave., Fort Myers, FL 33916; and Charlotte Schwartzel, 3573 Edgewood Ave., Fort Myers, FL 33916.

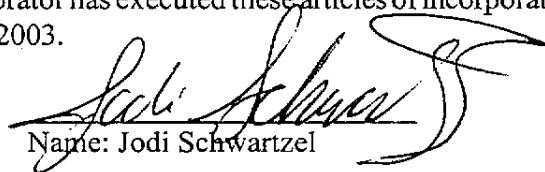
**ARTICLE VII
Incorporators**

The names and street addresses of the persons signing these articles of incorporation are: Jodi Schwartzel, 3573 Edgewood Ave., Fort Myers, FL 33916.

**ARTICLE VIII
Corporate Powers**

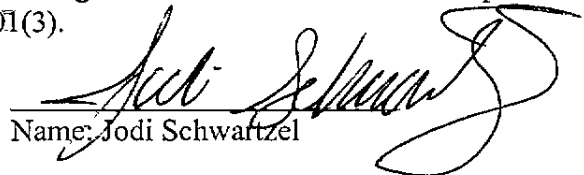
The corporate powers of this corporation are as provided in Section 607.0302, Florida Statutes. The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 16 day of JANUARY, 2003.


Name: Jodi Schwartzel

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for BUTTERFLY NOTES, 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(3).


Name: Jodi Schwartzel

Date: 1/16/03

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: BUTTERFLY NOTES, INC.

2. The name and address of the registered agent and office is:

Jodi Schwartzel
3573 Edgewood Ave.
Fort Myers, FL 33916

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

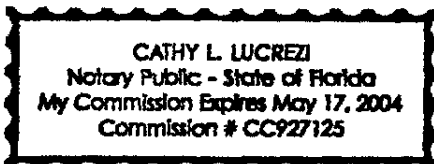
Signature *Jodi Schwartzel* Date 1/16/03

STATE OF FLORIDA /
COUNTY OF LEE /

The foregoing instrument was acknowledged before me this 16 day of January, 2003, by Jodi Schwartzel, who is () personally known to me or who (X) produced Valid Fla. Driver Lic as identification and who did/did not take an oath.

Cathy L. Lucrezi
Notary Public CATHY L. LUCREZI

My Commission Expires:



JAN 21 AM 10:43
NOTARY PUBLIC STATE OF FLORIDA