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DAVID J. KAPPER, ESQ.
1700 EAST LAS OLAS BLVD., STE. 100
FORT LAUDERDALE, FLORIDA 33301
(954) 463-7900

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-02/17/97--01143--011
*****70.00 *****70.00

February 11, 1997

DANA CALLOWAY
c/o Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

97 FEB 13 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


FILED

Dear Dana:

Thank you for filing my papers for "PEGASUS SYSTEMS, INC." and "C SQUARED STUDIOS, INC" last week. Enclosed please find the information required to file for incorporation on behalf of "CHAMPS ALL NATURAL PESTICIDES, INCORPORATED." Additionally you will find a check in the amount of \$70.00 made out to the State.

I would also request that you telephone me with the confirmation of our filing. Thank you, for all your assistance and, in advance, for your immediate attention to this matter. I am,

Sincerely yours,


David J. Kapper, Esq.



TRANSMITTAL LETTER

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

SUBJECT: "CHAMPS ALL NATURAL PESTICIDES Incorporated"
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: DAVID KAPPER
Name (printed or typed)

1700 EAST LAS OLAS Blvd., Suite 100
Address

Ft. Lauderdale, FL 33301
City, State & Zip

(954) 463-7900
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
CHAMPS ALL NATURAL INSECTISIDES, INCORPORATED**

FILED
97 FEB 13 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I:NAME

The name of the corporation shall be:

CHAMPS ALL NATURAL INSECTISIDES, INCORPORATED

ARTICLE II:PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be :

**1700 EAST LAS OLAS BLVD., SUITE 100, FT. LAUDERDALE,
FLORIDA 33301**

ARTICLE III:SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND (1000) SHARES AT \$1.00 PAR VALUE

ARTICLE IV:INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**RALPH L. DEVINE, whose address is; 1700 EAST LAS OLAS
BLVD., SUITE 100, FT. LAUDERDALE, FLORIDA 33301**

ARTICLE V:INCORPORATOR(S)

The name and street address of the incorporator to these Articles of Incorporation is:

**RALPH L. DEVINE, whose address is; 1700 EAST LAS OLAS
BLVD., SUITE 100, FT. LAUDERDALE, FLORIDA 33301**

The undersigned incorporator has executed these Articles of Incorporation this 11th day of FEBRUARY, 1997.



RALPH L. DEVINE - INCORPORATOR

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

PURSUANT TO THE PROVISIONS OF SECTION 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.

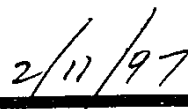
1. The name of the corporation is:
CHAMPS ALL NATURAL INSECTISIDES, INCORPORATED.

2. The name and address of the registered agent and office is:
**RALPH L. DEVINE, whose address is; 1700 EAST LAS OLAS
BLVD., SUITE 100, FT. LAUDERDALE, FLORIDA 33301**

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.



RALPH L. DEVINE - INCORPORATOR



DATE

FILED
97 FEB 13 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA