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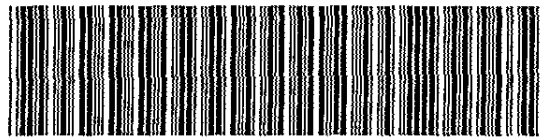
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PAPPAS
LAW FIRM

LANDMARK CENTER II
225 EAST ROBINSON STREET
SUITE 540
ORLANDO, FL 32801
TELEPHONE 407-648-2555
FACSIMILE 407-648-9555

CYPRESS CENTER III
5405 CYPRESS CENTER DRIVE
SUITE 210
TAMPA, FL 33609
TELEPHONE 813-282-1009
FACSIMILE 813-282-8099

EMAIL: PPAPPAS@PAPPASLAW.COM
IMMIGRATION WEBSITE: WWW.PAPPASLAW.COM
TAX WEBSITE: WWW.PAPPASTAX.COM

July 17, 2003

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

Re: Birdbrain Express of America, Inc.

Dear Sir/Madam:

Enclosed are an original and one duplicate of the Articles of Incorporation for the above-referenced corporation, along with a check in the amount of \$78.75 for filing fees.

Please file these Articles of Incorporation and return the duplicate to this office in the enclosed envelope.

Thank you for your attention to this matter and if you have any questions, please call me.

Sincerely,



Rachel Roth, Paralegal to
PETER C. PAPPAS, ESQ.

PCP/rr
Enclosures

cc: Charles Tillman

ATTORNEYS AND CPAs

Affiliations: Tax Sections of ABA, Florida Bar, AICPA, FICPA; Orange County Bar Association; Hillsborough County Bar Association; American Immigration Lawyers' Association; American Bar Association; Florida Bar Association; American Association of Attorneys and CPAs; Academy of Florida Trial Lawyers. Admitted to Practice: United States Supreme Court; United States District Court; United States Tax Court; United States Immigration Court; United States Court of Appeals, Eleventh Circuit; Florida Supreme Court

**ARTICLES OF INCORPORATION
OF
BIRDBRAIN EXPRESS OF AMERICA, INC.**

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Article I

Name, Principal Place of Business, Duration and Effective Date

The name of the Corporation is Birdbrain Express of America, Inc. The principal place of business of the Corporation is 9724 Fifth Avenue, Orlando, Florida 32824. The duration of the Corporation is perpetual. The effective date of incorporation shall be as of filing with the Secretary of State.

Article II

Registered Office and Agent

The address of the registered office in the State of Florida is 225 East Robinson Street, Suite 540, Landmark Center II, Orlando, Florida, 32802, County of Orange. The name of the registered agent at such address is Peter C. Pappas.

Article III

Corporate Purpose, Powers and Rights

The purpose of this Corporation is to provide information relating to the prevention of animal cruelty to exotic birds including proper care and nutrition and to operate exclusively for charitable, religious, scientific, literary, education and eleemosynary purposes, and in, furtherance of such goals, it is authorized to accept, hold, administer, invest and disburse for charitable, religious, scientific, literary, education and eleemosynary purposes, such funds and other property, real personal or mixed, as may from time to time be given, bequeathed, devised, sold or leased to it, absolutely or in trust, by any other individual, individuals, firm or corporation for such objects and purposes, or any of them, and for no other purposes; to receive gifts and give and make financial and other types of contributions and assistance to charitable, religious, scientific, literary, educational and eleemosynary organizations; to receive any property, real personal or mixed, in trust, under the terms of any wills, deeds of trust, or other trust instruments, for the foregoing purposes, and in administering the same, to carry out the directions and exercise the powers contained in the trust instrument under which the property is received, including the expenditures of the principal as well as the income for one or more such purposes authorized or directed in the trust instrument under which it was received; to receive, take title to, hold and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation(s), domestic or foreign, but only for the foregoing purposes; and in general to do all things that may appear necessary and useful in accomplishing the purposes hereinabove set forth.

1. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a not for profit corporation under Chapter 617, Florida Statutes, appropriate for the achievement of the foregoing goals and purposes; provided, however, that the Corporation shall not engage in any activity which would be inconsistent with its classification as an

organization described in Section 501 (c)(3) and 170 (b)(1)(A)(vi) of the Internal Revenue Code of 1986, as amended, or any equivalent section of the Internal Revenue Code in effect at any time (the "Code"); but if at any time the Corporation be deemed to be a private foundation as defined in Section 509 of the Code, then so long as the Corporation is deemed a private foundation, it shall not, as provided in Section 508(e) of the Code, fail to require its income for each taxable year to be distributed at such time and in such manner as to not subject the Corporation to tax under Section 4942 of the Code, engage in any act of self-dealing as defined in Section 4941(d) of the Code, retain any excess business holdings as defined in Section 4943(c) of the Code, make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or make any taxable expenditures as defined in Section 4945(d) of the Code.

2. To have and exercise any and all powers, rights and privileges which a Corporation organized under the not for profit corporation law of the state of Florida by law may now or hereafter have or exercise.

Article IV

Membership

Membership of the Corporation shall be open to any persons desiring to promote the goals of the Corporation. Members shall be admitted to the Corporation upon application to the Board of Trustees in the manner described in the By-laws. All individuals named as officers or directors of the Corporation shall be entitled to become members in the manner as provided in the By-laws.

Article V

Incorporator

1. The name and mailing address of the Incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Peter C. Pappas	225 E. Robinson Street Suite 540, Landmark Center II Orlando, FL 32802

Article VI

Officers

1. The affairs of the Corporation shall be managed by the President, Vice President, Secretary and Treasurer.

2. Officers shall be elected by the Board of Trustees at an annual meeting and shall take office at the beginning of the fiscal year immediately following their election and serve until their successors are duly elected and installed.

3. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Trustees are:

President	-	Charles Tillman
Vice President	-	Charles Tillman
Secretary	-	Charles Tillman
Treasurer	-	Charles Tillman

Article VII

Board of Trustees

1. The Board of Trustees shall be the Executive Board of this Corporation and shall have general supervision, management and control of the business, affairs and activities of this Corporation, subject, however, to other articles of the Articles of Incorporation and the By-laws. The initial Board of Trustees shall consist of one (1) member who shall serve until the first election thereof. The Board of Trustees may be increased from the initial one (1) member from time to time and any vacancies may be filled by a majority vote of those members of the Board of Trustees present at any regular meeting or at any special meeting duly called for that purpose provided a quorum of the Board is present.

2. The names and addresses of the members of the initial Board of Trustees shall be as follows:

Charles Tillman	9724 Fifth Avenue Orlando, FL 32824
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Article VIII

Use of Assets

1. The assets and income derived from the assets of this Corporation shall be used solely for the purposes set forth in Article III of these Articles of Incorporation. Any disbursements shall be at approval and direction of the Board of Trustees and the members in accordance with the By-laws. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

2. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under Section 501 (c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law); or, (b) by a Corporation described under Section 170 (c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

4. It is intended by the provisions of these Articles of Incorporation that the Corporation shall possess the status of an organization exempt from Federal income taxation under the provision of Section 501 (c)(3) of the Code. Accordingly, no part of the affairs of the Corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax exempt status of the Corporation.

Article IX

By-laws

The By-laws of this Corporation shall be made, altered or rescinded by a two-thirds (2/3) vote of the members present of this Corporation present at any meeting of the members provided a quorum is present and further provided written notice of the proposed By-laws or amendments thereto shall be given to the members at least one week prior to the date of such meeting.

Article X

Amendment

The Articles of Incorporation may be amended at any time by a resolution adopted by a vote of two-thirds (2/3) of the members present at any annual or special meeting provided a quorum is present and further provided written notice of the proposed amendment has been given to the members in accordance with the provisions of the By-laws.

Article XI

Dissolution

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, scientific, literary, education or eleemosynary purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or the Federal, state or local government, as the members shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, trustee, officer or other private person, other

than as reasonable payment for services rendered by such person.

The undersigned, for the purpose of forming a not for profit corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and has accordingly hereunto set his hand and seal.

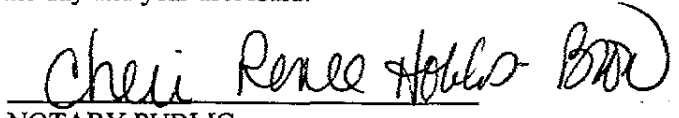
Executed this 17 day of July, 2003.

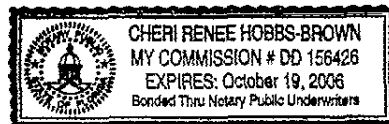

Peter C. Pappas

STATE OF FLORIDA
COUNTY OF ORANGE

Be it remembered, that on this 17 day of July, 2003, personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgments, Peter C. Pappas, a party to the foregoing Articles of Incorporation, known to me personally to be such, and I having first made known to him the contents of said Articles, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed.

Given under my hand and seal of office the day and year aforesaid.


NOTARY PUBLIC
My Commission Expires:



FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JUL 21 PM 3:59

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In compliance with Section 617.023, Florida Statutes, the following is submitted:

The Birdbrain Express of America, Inc., with its place of business a 9724 Fifth Avenue, Orlando, Florida 32824, has named Peter C. Pappas, located at 225 E. Robinson Street, Suite 540, Orlando, Florida, 32802, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for Birdbrain Express of America, Inc., at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations the Office of Registered Agent.

Dated this 17 day of July, 2003.



Peter C. Pappas
Registered Agent