

LAW OFFICES

Joseph N. Perlman

*Joseph N. Perlman
Graham D. Kligerman

Belcher Place
1101 Belcher Rd., Suite B
Largo, FL 33771

Telephone
(727) 536-2711

Practice Limited to:
Personal Injury Law
Real Estate
Business/Commercial Law
Civil Litigation

Fax:
(727) 536-2714

*Also Admitted in Ohio

*Certified Circuit Court Mediator

P00000009923

January 19, 2000

400003108804--6
-01/24/00--01125--013
****122.50 *****78.75

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32304

Re: JUST BIRDS, INC.

Gentlemen:

Enclosed please find an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	<u>52.50</u>
Total Due	\$ 122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,

Joseph N. Perlman, Esquire

JNP/dw

Enclosure

FILED
00 JAN 24 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN JAN 28 2000

ARTICLES OF INCORPORATION
OF
JUST BIRDS, INC.

FILED
00 JAN 24 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of incorporation for such corporation:

ARTICLE I - NAME. The name of this corporation is **JUST BIRDS, INC.**

ARTICLE II - DURATION. This Corporation shall have perpetual existence unless dissolved according to law.

ARTICLE III - BUSINESS. This Corporation is organized to manufacture and selling bird feeders and to do every other act or thing incidental or pertinent to or growing out of or connected with the aforesaid purpose and in addition, to engage in any other business or businesses permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK. The maximum number of shares of stock authorized to be issued by this Corporation is 7500 shares of capital stock at \$1.00 par value, all of which shall have the same rights and privileges. Each share of capital stock shall entitle the holder thereof to one (1) vote at any stockholder meeting and otherwise to participate in all such meetings and the assets of the Corporation. The stock shall be issued for such consideration as may be determined by the Board of Directors, which shall have a value at least equal to the full par-value of said shares. The stock may be paid for in lawful money of the United States of

America, or in property, labor or services.

ARTICLE V - PRE-EMPTIVE RIGHTS. The stockholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares, but in either case only as such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT. The street address of the principal office of this corporation is:

13707 Automobile Drive
Clearwater, Florida 33762

The name and address of the Registered Agent of this Corporation is:

Gary Czipri
13707 Automobile Drive
Clearwater, Florida 33762

The corporation shall have the privilege of establishing such other branch offices in any other location or any other city or town, in this state or any other State or County, as may be approved by its Board of Directors.

ARTICLE VII - INITIAL BOARD OF DIRECTORS. This corporation shall have two (2) Directors initially. The number of Directors be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Gary Czipri	13707 Automobile Drive Clearwater, Fl 33762
John Czipri	13707 Automobile Drive Clearwater, Fl 33762

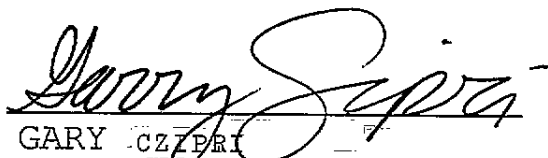
ARTICLE VIII - INDEMNIFICATION. The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT. This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INCORPORATOR. The name and address of the person signing these Articles of Incorporation is:

Gary Czipri
13707 Automobile Drive
Clearwater, Fl 33762

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of this 18th day of January, 2000,


GARY CZIPRI

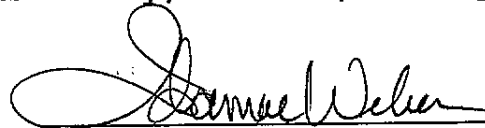
STATE OF FLORIDA)
) §
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, GARY CZIPRI, personally appeared known to me to be the person who executed the foregoing Articles of JUST BIRDS, INC., and he acknowledged before me that

he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal in Pinellas County, Florida, this 18th day of
January, 2000.

My Commission Expires:



Notary Public

Printed Notary Signature ~~MAE~~ WEBER

Notary Public State of Florida

Commission # CC734489

Expires 5/20/2002

FILED

00 JAN 24 PM 4:36

NOTARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I HEREBY ACCEPT the designation of Registered Agent to accept
service of process for **JUST BIRDS, INC.**

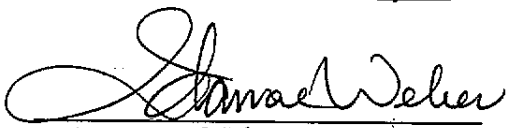

GARY CZIPRI

STATE OF FLORIDA)
)S
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public, authorized to take
acknowledgments in the State and County set forth above personally
appeared, GARY CZIPRI, known to me to be the person who executed
the foregoing Acceptance of Designation as Registered Agent, and he
acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal in Pinellas County, Florida, this 18 day of
January, 2000.

My Commission Expires:


Notary Public State of Florida
IDAMAE WEBER
Printed Notary Commission #0034489
Expires 5/20/2002