

Craig T. James
Mark A. Zimmerman
Harlan L. Paul*
Michael C. Huddleston
Glenn J. Paul
Lawrence A. Welch
Darren J. Elkind

431 EAST NEW YORK AVENUE
POST OFFICE BOX 2087
DELAND, FLORIDA 32721-2087
FACSIMILE: 904 734-1295
PHONE: 904 734-1200

517 Deltona Boulevard
Suite D
Deltona, FL 32725-8017
Facsimile: 407 574-0770
Phone: 407 574-0660

Reply to: DeLand

* *Board Certified Civil Trial Lawyer*

February 7, 2000

DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FL 32314

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-02/09/00--01050--016
*****78.75 *****78.75

RE: FILING OF ARTICLES OF INCORPORATION

Dear Clerk:

Enclosed please find the following documents for filing:

1. Original and one copy of the Articles of Incorporation for Just Parrotphernalia, Inc.
2. Check in the amount of \$78.75 - \$70.00 for filing, \$8.75 for certificate of status.

Please file these documents and if you have any questions, please feel free to contact me.

Very Truly Yours,
JAMES, ZIMMERMAN, PAUL & HUDDLESTON, LLP

Harlan L. Paul
Harlan L. Paul

Signed in Mr. Paul's absence
to avoid delay in mailing.

HLP/ps
enclosure

cc: Just Parrotphernalia, Inc.

FILED
2000 FEB -9 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell FEB 15 2000

**ARTICLES OF INCORPORATION
OF
JUST PARROTPHERNALIA, INC.**

FILED
2000 FEB -9 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation is JUST PARROTPHERNALIA, INC.

ARTICLE II

Duration

The duration of the corporation is perpetual.

ARTICLE III

Purposes

The general nature of the business to be conducted and transacted by this Corporation is any lawful business.

ARTICLE IV

Capital Stock

The maximum number of shares of capital stock of this Corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock, at \$10.00 par value. All such stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

The Capital Stock shall be sold, assigned, issued and transferred in accordance with the by-laws as the Corporation upon all of its capital stock for any indebtedness which may, at any time be due by the holder of the same to the said Corporation, and which shall be a lien thereon superior to all other liens or claims of every character, and all assignments

or transfers of stock of this Corporation shall be subject thereof. The common stock of this Corporation shall be the voting stock of the Corporation.

ARTICLE V

Principal Office and Registered Agent

The principal place of business of the corporation is at 707 West Avenue, DeLand, Florida 32724. The initial registered office is at 707 West Avenue, DeLand, Florida, 32724. The name of the initial registered agent at that address is Skip Wilburn.

ARTICLE VI

Directors

The number of directors constituting the board of directors is two, and the names and address of each person who is to serve as a member thereof are as follows:

Cathy Wilburn, President	707 West Avenue DeLand, FL 32724
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Skip Wilburn, Vice President	707 West Avenue DeLand, FL 32724
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The number of directors may be changed from time to time by the bylaws.

IN WITNESS WHEREOF, the undersigned President and Vice-President do hereby execute and acknowledge these Articles this 1st day of February, 2000.

Cathy Wilburn
Cathy Wilburn, Incorporator

2-1-00
Date

Skip Wilburn
Skip Wilburn, Incorporator

2-1-00
Date

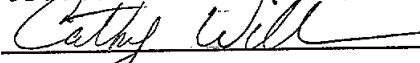
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS**

FILED
2008 FEB -9 PM 2:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 48.091, Florida Statutes, JUST PARROTPHERNALIA, INC.
hereby designates SKIP WILBURN and 707 West Avenue, DeLand, Florida 32724, as its
registered agent and the street address of its registered office, respectively, for service of
process within the State of Florida.

JUST PARROTPHERNALIA, INC.

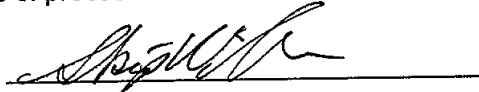


BY: Cathy Wilburn

ITS: President

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of JUST
PARROTPHERNALIA, INC., for services of process within the State of Florida.



Skip Wilburn