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FILED
00 FEB 14 AM 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 4, 2000

VIA FEDERAL EXPRESS
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: 3 BIRDS, INC.

400003134174--2
-02/14/00-01076--008
*****70.00 *****70.00

To Whom It May Concern,

Enclosed please find the Articles of Incorporation for the above referenced corporation together with our check in the amount of \$70.00 representing the required filing and registered agent fees. We are enclosing a completed **Federal Express return envelope** for you to use in returning to us the Department's letter indicating the document number and filing date along with a copy of the Articles marked "Filed" noting the date and time.

Please give me a call should you have any questions regarding the enclosures or these instructions. Thank you for your assistance in this matter.

Very Truly Yours,

SCHNEIDER & HEFFNER

By: *Adam Heffner*
Adam Heffner, Esq.

2-17 we

ARTICLES OF INCORPORATION
OF
3 BIRDS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is 3 BIRDS, INC.

ARTICLE II

The principal office and mailing address of the corporation is 1900 N.W. Corporate Blvd. Suite 301-West Building, Boca Raton, Florida 33431.

ARTICLE III

The authorized stock shall consist of 1000 shares of common voting stock of \$1.00 par value for each share. The consideration for shares shall be as established from time to time by the Board of Directors. Upon a dissolution, the shareholders shall be entitled to the net assets of the corporation as provided by law.

ARTICLE IV

The name of the initial registered agent of the corporation is Adam Heffner, Esq. and the street address of the initial registered office of the corporation is 1900 N.W. Corporate Boulevard, Suite 301 West Building, Boca Raton, Florida 33431.

ARTICLE V

The names and address of the Incorporator is Adam Heffner.

ARTICLE VI

The power to adopt the initial by-laws shall be vested in the initial Board of Directors.

ARTICLE VII

The purpose or purposes for which this corporation is organized shall be to transact any lawful business. The corporation shall be entitled to exercise all of the powers provided by law.

ARTICLE VIII

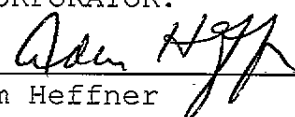
The corporation shall have perpetual existence unless dissolved pursuant to law.

ARTICLE IX

Pre-emptive rights of shareholders may either be provided for in the by-laws or by resolution of the Board of Directors.

Dated this 4th day of February, 2000.

INCORPORATOR:

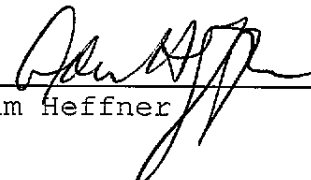

Adam Heffner

ACCEPTANCE BY REGISTERED AGENT:

The undersigned states that he is familiar with and does hereby accept and agree to abide by all of the obligations of acting and performing as Registered Agent for the corporation as required by law.

Dated this 4th day of February, 2000.

REGISTERED AGENT:


Adam Heffner

PREPARED BY:
Adam Heffner, ESQ.
Florida Bar No.: 438057
SCHNEIDER & HEFFNER
1900 NW Corporate Boulevard
Suite 301 West
Boca Raton, Florida 33431
(561) 241-5551