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Law Offices of Edward D. Foreman, P.A.

Edward D. Foreman
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April 11, 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 APR 17 PM 1:46

FILED

Katherine Harris
SECRETARY OF STATE
The Capitol, Plaza Level 2
Tallahassee, FL 32399-0250

RE: Captain Tut's Pirate Parrots, Inc.

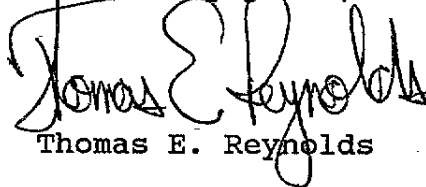
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*****78.75 *****78.75

Dear Ms. Harris:

I have enclosed the original and one (1) copy of the Articles of Incorporation for the above referenced corporation. I have also enclosed my check no.34218 in the amount of \$78.75 for the filing of these Articles and return of a certified copy thereof.

I thank you for your cooperation and assistance with the foregoing matter. If you have need any additional information regarding this matter, please contact me.

Very truly yours,


Thomas E. Reynolds

TER/thl
Enclosures...

Helma GAVE
AUTHORIZATION BY PHONE TO
P-O.
4-20-00
7c

R. C. C. C. C.

APR 19 2000

ARTICLES OF INCORPORATION
OF
CAPTAIN TUT'S PIRATE PARROTS, INC.

FILED
00 APR 17 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I.

NAME

The name of the Corporation is Captain Tut's Pirate Parrots, Inc.

ARTICLE II.

DURATION

The duration of the Corporation is perpetual.

ARTICLE III.

PURPOSE

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation.

ARTICLE IV.

CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

PRINCIPAL OFFICE

The street address of the initial Registered Office of the Corporation is 4130 Queen Street North, St. Petersburg, Florida 33704, and the name of its initial Registered Agent at that address is Robert L. Barrett, Jr.

ARTICLE VI.

INITIAL BOARD OF DIRECTORS

The number of Board of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Robert L. Barrett, Jr.	4130 Queen Street North St. Petersburg, FL 33704

ARTICLE VII.

INCORPORATORS

The name and address of each Incorporator is as follows:

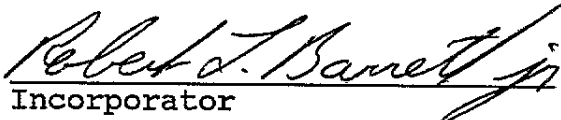
<u>Name</u>	<u>Address</u>
Robert L. Barrett, Jr.	4130 Queen Street North St. Petersburg, FL 33704

ARTICLE VIII.

AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 27 day of March, 2000.


Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF PINELLAS)

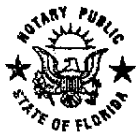
BEFORE ME, the undersigned authority, this date personally appeared Robert L. Barrett, Jr. who is personally known to me or who produced FL Drivers License as identification, and who did take an oath, and who after being duly sworn, acknowledged

to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 27th day of March, 2000.

Marjorie O'Dell
Notary Public

My commission expires:



Marjorie O'Dell
My Commission CC603152
Expires January 11, 2001

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Captain Tut's Prate Parrots, Inc. which is contained in the Articles of Incorporation thereof. The undersigned further acknowledges that he is familiar with and accepts the duties as such Registered Agent.

DATED this 27 day of MARCH, 2000.

Robert L. Barrett Jr.
ROBERT L. BARRETT, JR., Registered Agent

FILED
00 APR 17 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA