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Linda R. Tully
6032 Marella Drive
Sarasota, Florida 34243

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122.50 **78.75

June 10, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 34314

FILED
00 JUN 28 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Backyard Goodies, Inc. (Articles of Incorporation)

Gentlemen:

Enclosed please find Articles of Incorporation for Backyard Goodies, Inc., with a copy thereof together with a check payable to your order in the sum of \$122.50 for the filing fee of these Articles of Incorporation with your office.

Please return to me a copy of these Articles of Incorporation time stamped by your office reflecting the day, month, year and time of there filing.

Many thanks for your courtesy in this matter.

Very truly yours,

Linda R. Tully

By: Linda R. Tully
Linda R. Tully

GT:mt
Enclosure

gx6/30

**ARTICLES OF INCORPORATION
OF
BACKYARD GOODIES, INC.**

FILED
00 JUN 28 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 602 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BACKYARD GOODIES, INC.

The address of the principal office of this corporation shall be 6032 Marella Drive, Sarasota, Florida 34243 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 6032 Marella Drive, Sarasota, Florida 34243, and the name of the initial registered agent of the corporation is Linda R. Tully, 6032 Marella Drive, Sarasota, Florida 34243.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation:

Linda R. Tully
6032 Marella Drive
Sarasota, Florida 34243

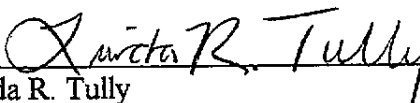
FILED
00 JUN 28 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, Linda R. Tully has placed her signature hereon as
the Incorporators of this corporation this 8th day of June, 2000.


Linda R. Tully

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Linda R. Tully, 6032 Marella Drive, Sarasota, Florida 34243, and having been
designated as the Registered Agent in the above and foregoing Articles, is familiar with
and accepts the obligation of the position of Registered Agent under Section 607.0505,
Florida Statutes.


Linda R. Tully