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JOSEPH L. BOLES, JR.
Attorney at Law

120 Charlotte Street
St. Augustine, Florida 32084

Voice: (904) 824-4278
Telefax: (904) 826-0937

December 12, 2000

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32031

RE: Bugg Eyes, Inc.

600003502626--3
-12/15/00--01080--003
*****70.00 *****70.00

Dear Sir/Madam:

Please find enclosed the original and one (1) copy of the Articles of Incorporation for the above-named proposed Florida corporation. Additionally, please find enclosed a check in the amount of \$70.00 representing payment of same.

Please file the enclosed Articles of Incorporation and return a copy to our office.

Thank you for your courtesies in this matter.

Sincerely,



Kristi Robertson
Assistant to Mr. Boles

/kwr
enclosures

FILED
00 DEC 15 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESLER

DEC 20 2000

**ARTICLES OF INCORPORATION
OF
BUGG EYES, INC.**

FILED
00 DEC 15 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I: The name of this corporation is Bugg Eyes, Inc.

ARTICLE II: The principal place of business and mailing address of this corporation is 68 N. St. Augustine Blvd., St. Augustine, FL 32080.

ARTICLE III: The initial number of shares which this corporation is authorized to have outstanding at any time is 600 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV: The initial registered office of this corporation shall be 120 Charlotte Street, St. Augustine, FL 32084, and the initial registered agent of the corporation at such shall be **JOSEPH L. BOLES, JR.**, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE V: The corporation is to exist perpetually. The corporation shall be able to engage in any and all businesses that are in accordance with any and all State and/or Federal laws

ARTICLE VI: The names and street addresses of the incorporators to these Articles of Incorporation are:

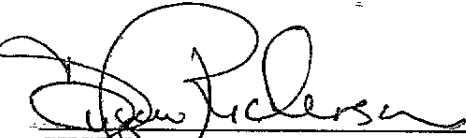
JAMES RICHERTSON
68 N. ST. AUGUSTINE BLVD.
ST. AUGUSTINE, FL 32080

SUSAN RICHERTSON
68 N. ST. AUGUSTINE BLVD.
ST. AUGUSTINE, FL 32080

The undersigned have executed these Articles of Incorporation this ____ day of DECEMBER, 2000.



JAMES RICHERTSON
PRESIDENT



SUSAN RICHERTSON
VICE PRESIDENT/SECRETARY/
TREASURER

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.05-1, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Bugg Eyes, Inc.
2. The name and address of the registered agent and office is: JOSEPH L. BOLES, JR., 120 Charlotte Street, St. Augustine, FL 32084.



JAMES RICHERSON
PRESIDENT

Date: 12/28/00



SUSAN RICHERSON
VICE PRESIDENT/SECRETARY/TREASURER

Date: 21 December, 2000

00 DEC 15 AM 10:15
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Bugg Eyes, Inc. at the place designated in the Articles of Incorporation, **JOSEPH L. BOLES, JR.** agrees to comply with the provisions of Section 48.091, relative to keeping open such office.



JOSEPH L. BOLES, JR.

Date: 12-12, 2000

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