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June 15, 2001

FILED
01 JUN 25 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Re: BUSY BEE, INC.

400004440164--0
-06/25/01--01141--007
122.50 **78.75

Dear Sir:

I enclose herewith the original and one copy of the Articles of Incorporation with referenced to the above-referenced proposed corporation, to wit: BUSY BEE, INC. Accordingly, please file this corporation and return one conformed copy of the Articles of Incorporation to my office in the envelope provided. I enclose my check for \$122.50 which represents the filing fees incurred herein.

Should you have any questions in this matter, please do not hesitate to contact my office.

Sincerely,

RBC
R. BRUCE CRANMER

RBC/mab

Enclosures

D. BROWN JUN 26 2001

ARTICLES OF INCORPORATION
OF

BUSY BEE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of this corporation shall be:

BUSY BEE, INC.

The corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 8694 Vista Greens Court, Lake Worth, FL 33467

ARTICLE III - CAPITAL STOCK

The numbers of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial Registered Agent at the initial Registered Office are: NICHOLAS GIUMARELLI, 8694 Vista Greens Ct., Lake Worth, FL 33467

ARTICLE V - INCORPORATOR AND ADDRESS

The name(s) and street address(es) of the Incorporator(s) to these Articles of Incorporation is(are): NICHOLAS GIUMARELLI, 8694 Vista Greens Ct., Lake Worth, FL 33467

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws. The names and addresses of the initial Board of Directors of this corporation are:

<u>Name</u>	<u>Address</u>
NICHOLAS GIUMARELLI	8694 Vista Greens Ct. Lake Worth, Florida 33467

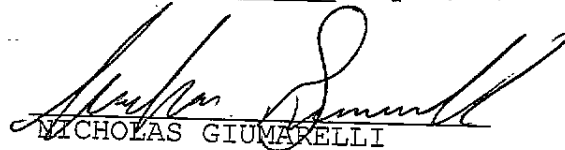
ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator(s) has executed these Articles of Incorporation this 15th day of June, 2001.


NICHOLAS GIUMARELLI

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day in the above-named State and County, before me, an officer duly authorized and acting, personally appeared **NICHOLAS GIUMARELLI** to me known to be the individual described in and who executed the foregoing and acknowledged then and there before me that he executed said instrument for the purposes and reasons set out therein.

WITNESS my hand and official seal this 15th day of

June, 2001.


Notary Public

My Commission Expires:



Marcia A. Brinton
MY COMMISSION # CC955125 EXPIRES
September 2, 2004
BONDED THRU TROY FARM INSURANCE, INC.

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

FILED
01 JUN 25 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, 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.

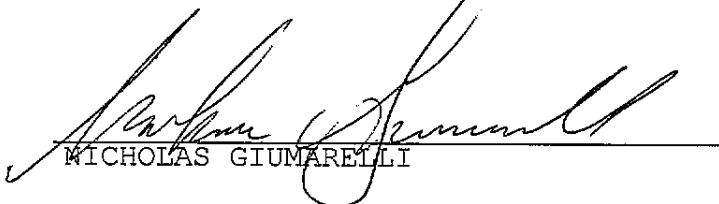
1. The name of the corporation is:

BUSY BEE, INC.

2. The name and address of the Registered Agent and Office is: NICHOLAS GIUMARELLI, 8694 Vista Greens Ct., Lake Worth, FL 33467


NICHOLAS GIUMARELLI

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


NICHOLAS GIUMARELLI