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THOMAS WANDERON & ASSOCIATES
♦ TAX ACCOUNTING, INC. ♦

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 02, 2001

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Enclosed please find Articles of Incorporation for Feathers, Fins & Fur, Inc. along with a check in the amount of \$ 78.75 to cover the various fees and taxes. We are requesting expedited service on the processing of these Articles.

Please return any pertinent information to this office.

Very truly yours,



LisaMarie Lamb, Admin. Asst.
Thomas Wanderon & Associates

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Articles of Incorporation

Of

FEATHERS, FINS & FUR, INC.

A Florida Corporation

The undersigned Incorporator, in order to form a corporation under the laws of the state of Florida, adopt the following Articles of Incorporation:

I. Name of Corporation

The name of this corporation is:

FEATHERS, FINS & FUR, INC.

II. Principal Office

The street and mailing address for the corporation is as follows:

16455 RAINBOW MEADOWS COURT
FORT MYERS, FLORIDA 33908

III. Shares

The total number of shares that the corporation is authorized to issue and have outstanding at any one time is Five Hundred (500) shares of One Dollar (\$1.00) par value each. Such shares shall be of a single class and represented by certificates. This single class of shares shall together have unlimited voting rights (with one vote per share) and together represent those entitled to receive the net assets of the corporation upon dissolution. No preferences, qualifications, limitations, restrictions, or special rights, other than those provided by law, shall exist with respect to any of the shares of the corporation of any of the holders of such shares without a determination of such by the Board of Directors.

At any time and from time to time when authorized by resolution of the Board of Directors and without any action by its stockholders, the corporation may issue or sell any shares of its capital stock of any class, whether out of the unissued shares authorized by these Articles of Incorporation originally filed or by any amendment of the Articles, or out of shares of its stock acquired after the issue, and whether or not the shares so issued or sold shall confer upon the holders of them the right to exchange such shares for other shares of stock of the corporation of any class or classes. The corporation may receive in payment, in whole or in part, for any shares of its stock issued or sold by it, any tangible or intangible property or benefit to the corporation including cash, promissory notes, services performed, promises to perform.

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services evidenced by a written contract, or other securities of the corporation. In the absence of actual fraud in the transaction, the determination of the Directors of the corporation as to the adequacy of the consideration received or to be received for shares shall be conclusive.

IV. Initial Registered Office / Agent

The street address of the corporation's initial registered office and the name of its initial registered agent at that office are as follows:

JEFF LAMB
868 106TH AVENUE NORTH
NAPLES, FLORIDA 34108

A written acceptance as required in section 607.0501(3), F.S., is attached to this document.

V. Address of Incorporator

The name and address of each incorporator of this corporation is as follows:

KAREN DUBIN
16455 RAINBOW MEADOWS COURT
FORT MYERS, FLORIDA 33908

VI. Initial Directors

The number of initial directors of this corporation shall be one individual. This number may be increased or decreased from time to time in the manner of amendment to these articles of incorporation or in the manner provided for in the Bylaws.

The name and address of the individual who shall serve as the Initial Director are as follows:

KAREN DUBIN
16455 RAINBOW MEADOWS COURT
FORT MYERS, FLORIDA 33908

VII. Purpose

The purpose for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, Chapter 607, F.S.

VIII. Duration

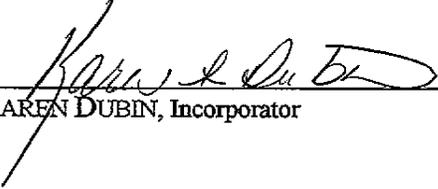
The duration of the corporation shall be perpetual.

IX. Managing the Business

The Management and regulation of the affairs of the corporation shall be in accordance with the Bylaws.

X. Powers

In general, the corporation shall have all the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, including without limitation, those powers in accordance with the Florida Statutes Chapter 607.


KAREN DUBIN, Incorporator

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT REGISTERED OFFICE

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PURSUANT TO THE PROVISIONS OF [FS § 607.0501 or FS § 617.0501], 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:

FEATHERS, FINS & FUR, INC.

2. The name and address of the registered agent and office is:

JEFFERY R. LAMB
868 106TH AVENUE NORTH
NAPLES, FLORIDA 34108

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.



Jeffrey R. Lamb



KAREN DUBIN

Incorporator for FEATHERS, FINS & FUR, INC.