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Family Law
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October 2, 2001

Department of State
Division of Corporations- Corporate Filing
P.O. Box 6327
Tallahassee, Florida 32314

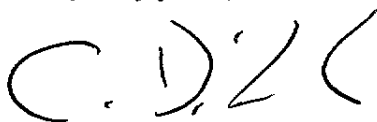
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*****70.00 *****70.00

RE: Birdman, Inc.

Enclosed please find the original Articles of Incorporation for Birdman, Inc. for filing in your office. Also enclosed is my client's check in the amount of \$70.00 made payable to the Department of State for the filing fee and designation of registered agent fee.

If there are any problems, please do not hesitate to contact me.

Very truly yours,



Christopher R. Ditslear

enc.

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**ARTICLES OF INCORPORATION
OF**

BIRDMAN, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
Name

The name of the corporation shall be Birdman, Inc.

ARTICLE II
Existence

This corporation shall have perpetual existence.

ARTICLE III
Nature of Business

The general nature of the business to be transacted by this corporation shall be the powers inherent mentioned in section 607.011, Florida Statutes, and in addition thereto, it shall have the following powers:

- (a) To engage in any activity or business permitted under the laws of the United States and of this State, including, but not limited to clothing and apparel marketing.
- (b) To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own maintain, work, develop, sell, lease,

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exchange, hire, convey, mortgage or otherwise dispose of and deal in, lands, leaseholds, and any interest, estate and rights in real property, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

- (c) To purchase, hold, sell and re-issue the shares of its own capital stock.
- (d) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description, now or hereafter permitted by law.
- (e) To conduct business in, have one or more offices in and to buy, hold, mortgage, sell, convey, lease or otherwise to dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries.
- (f) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidences of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.
- (g) To buy, lease or otherwise acquire, so far as may be permitted by law, as a whole or any part of, the business or goodwill assets of any firm, person, association or corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of or any bond, securities or other evidence of ownership or indebtedness created by any other corporation of the State of Florida, or any other state or

government, and while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

- (h) To exercise all the powers now granted to this type of corporation under the laws of the State of Florida and all powers subsequently authorized or granted by law to private corporations, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objectives enumerated in these Articles of Incorporation, or any amendments thereto, or necessary or incidental to the protection or benefit of this corporation.
- (i) The foregoing clauses shall be constructed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation, and this corporation shall have the right to engage in and carry on any business not specifically prohibited by the laws of the State of Florida.

ARTICLE IV Capital Stock

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 100 shares of common stock, having a par value of \$1.00 per share. Each share of stock shall be entitled to one vote, non-cumulative, and shall be subject to such restrictions of transfer as may be hereafter adopted by the shareholders and included in the By-Laws of this corporation.

ARTICLE V Initial Capital

The amount of capital with which this corporation shall begin business shall be no less than Five Hundred Dollars (\$500.00).

ARTICLE VI
Location of Business Office,
Registered Office and Registered Agent

The business office of this corporation shall be located at 1665 North Lexington Ave., Suite 103, DeLand, Florida 32724, and its mailing address shall be the same. The registered office of this corporation shall be located at 1665 North Lexington Ave., Suite 103, DeLand, Florida 32724, and the Registered Agent of the corporation shall be Jari Kuosma.

ARTICLE VII
Directors

This corporation shall have two directors initially, and there shall never be more than three (3) directors. The following are the names and addresses of the initial directors:

Jari Kuosma
1665 North Lexington Ave., Ste. 103
DeLand, Florida 32724

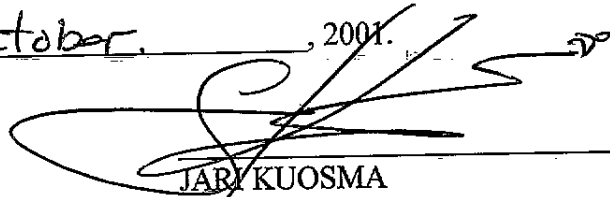
Kim Griffin
2425 Cypress Road
DeLand, Florida 32724

ARTICLE VIII
Amendments to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders, by written consent,

manifest their intentions that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal
this 2nd day of October, 2001.


(SEAL)
JARI KUOSMA
1665 North Lexington Avenue, Suite 103
DeLand, Florida 32724

STATE OF FLORIDA

COUNTY OF VOLUSIA

BEFORE ME, personally appeared, JARI KUOSMA, who is personally known to me or who produced passport - Finland, as identification, to me well known to be the person described herein and who executed the foregoing Articles of Incorporation and he acknowledge before me that he signed sealed and acknowledged the same at the time, place and in the manner and for the uses and purposes as therein set forth and contained.

WITNESS my hand and official seal this 2nd day of October, 2001.

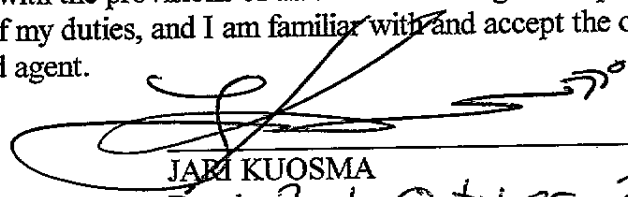


Brooke C. Kanski
MY COMMISSION # DD058123 EXPIRES
September 18, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

Brooke C Kanski
NOTARY PUBLIC- State of Florida

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT
AND REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above corporation at the place designated in this statement, 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.


JARI KUOSMA
Dated 2nd October, 2001

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