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MELINDA MANTOR
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May 14, 2002

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

Re: Brown Dog Creative, Inc.

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for Brown Dog Creative, Inc. along with a check in the amount of \$78.75 representing the filing fees. Please return the filing confirmation and certified copy of the Articles of Incorporation to the above-referenced address.

Very truly yours,



Melinda Mantor

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**ARTICLES OF INCORPORATION OF
BROWN DOG CREATIVE, INC.**

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation.

ARTICLE I. NAME

The name of the corporation is Brown Dog Creative, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 3854 Valencia Road, Jacksonville, FL 32205.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock with a par value of \$.01 per share.

ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is The McGovern Group, Inc., c/o Carolyn P. McGovern, 2237 Riverside Ave., Jacksonville, FL 32204.

ARTICLE V. INDEMNIFICATION

Directors, officers, employees and agents of this corporation shall be indemnified to the fullest extent permitted by Florida law.

ARTICLE VI. DIRECTORS

The number of directors may be either increased or diminished from time to time, as provided by the Bylaws. The name and address of the initial director is:

Lesley Foster
3854 Valencia Road
Jacksonville, FL 32205

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ARTICLE VII. INCORPORATOR

The name of the incorporator signing these Articles of Incorporation is Carolyn P. McGovern. The incorporator of the corporation assigned to this corporation the rights under the pertinent provisions of the Florida Statutes to constitute a corporation, and assigns to those persons designated by the Board of Directors any rights he may have as incorporator which require any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VIII. AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon a shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of May, 2002.



Carolyn P. McGovern, Incorporator
2237 Riverside Ave.
Jacksonville, FL 32204

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ACCEPTANCE OF DESIGNATION

Pursuant to Chapter 48.901, Florida Statutes, the following is submitted:

1. That Brown Dog Creative, Inc. desires to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation and has named Carolyn P. McGovern, aka The McGovern Group, Inc. located at 2237 Riverside Ave., Jacksonville, FL 32204, as its agent to accept service of process within this state.

2. Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity and comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office.

Dated this 14th day of May, 2002.

The McGovern Group, Inc.



By: Carolyn P. McGovern