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May 20, 2002

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Secretary of State
409 East Gaines Street
Tallahassee, Florida 32314

RE: Southern Cage Distributors, Inc.

Dear Sir:

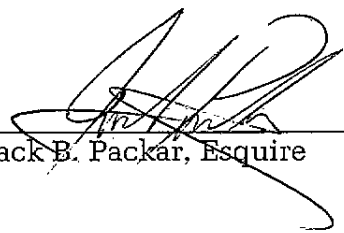
In regard to the above-captioned matter, enclosed please find my check in the amount of \$78.75, representing the filing fee for the enclosed Certificate of Incorporation of Southern Cage Distributors, Inc., and Designation of Registered Agent, and for the return of one certified copy of the filed Certificate of Incorporation.

Please return the certified copy at your earliest convenience and if there are any questions or problems whatsoever, please feel free to call me.

Very truly yours,

JACK B. PACKAR, P.A.

By


Jack B. Packar, Esquire

FILED
02 MAY 22 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JBP/lp
Enclosure

5/23/02 4

CERTIFICATE OF INCORPORATION
OF
SOUTHERN CAGE DISTRIBUTORS, INC.

FILED
02 MAY 22 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, and liabilities of a corporation for profit:

ARTICLE I

NAME

The name of the corporation shall be: SOUTHERN CAGE DISTRIBUTORS, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

(a) To purchase, acquire, through the issuance of its capital stock or otherwise, own, hold, lease, either as lessor or lessee, sell, exchange, subdivide, mortgage, deed in trust, plant, improve, cultivate, develop, construct, maintain, equip, operate and generally deal in any and all lands, improved and unimproved, and in office buildings of any kind, and the products and avails thereof, and any and all other property of any and every kind or description, real, personal, and mixed, wheresoever situated.

(b) To own, hold, rent, lease, manage, encumber, improve, exchange, buy and sell real property, collect rents, and do general real estate business; and in general to have and

exercise all powers, rights and privileges necessary and incident to carrying out properly the objects above mentioned.

(c) To export from and import into the United States of America, and its territories and possessions, and any and all foreign countries, as principal or agent, merchandise of every kind and nature, and to purchase, sell, and deal in and with merchandise of every kind or nature for exportation from, and importation into the United States, to and from all countries foreign thereto, and for exportation from and importation into any foreign country, to and from any other country foreign thereto, and to purchase and sell domestic merchandise in domestic market and foreign merchandise in foreign markets, and to do a general foreign and domestic exporting and importing business.

(d) To do a general business as commission merchant, selling agent and factor under del credere commission in the manner and to the same extent as natural persons could do.

To carry on any and all business as manufacturers, producers, merchants, wholesale and retail, importers, and exporters, generally without limitation as to class of products and merchandise, and to manufacture, produce, adapt, repair, buy sell, and otherwise deal in any materials, articles, or things within the United States.

To make and enter into all kinds of contracts, agreements and obligations by or with any persons, corporation or corporations, for the purchasing, acquiring, holding, manufacturing, and selling or otherwise disposing of, either as principal or agent, upon commission or otherwise, all goods, wares, and merchandise within the United States.

To carry on and undertake any business, undertaking, transaction, or operation commonly carried on or undertaken by merchants, commission men, factors, importers,

and manufacturer's agents and exporters and in the course of such business or draw, accept, endorse, acquire and sell all or any negotiable or transferable instruments and securities.

To do a general commission merchant's and selling agent's business: to buy, sell, and otherwise dispose of, hold, own, manufacture, produce, export, and import, and deal in, either as principal or agent, and upon commission or otherwise, all kinds of personal property whatsoever; to make and enter into all kinds of contracts, agreements, and obligations by or with any person requiring, manufacturing, repairing, and selling, and dealing in any articles of goods, wares or merchandise; and generally to exercise full power to perform any and all acts connected therewith, or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

(e) To manufacture and to buy and sell any and all merchandise, supplies and equipment necessary or incidental to carrying on the general business of the corporation, and to do any and all things incidental to the carrying on of said business including the right to own, buy, buy on credit, or otherwise acquire such personal property as may be necessary for carrying out the purposes for which this corporation is organized.

(f) To take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, improve, develop, and otherwise handle, deal in, and dispose of real estate, real property, and any interest or right therein.

(g) To purchase or otherwise acquire all or any part of the business, good will, rights, property and assets of all kinds, and assume all or any part of the liabilities of any nature whatsoever of any company, corporation, partnership, firm, or individual engaged in any lawful business so acquired in its own name or otherwise.

(h) To borrow or raise monies for any of the purposes of the corporation and from time to time, without limit as to amount, to draw, make, accept, endorse, guarantee, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments, and evidences or indebtedness and to secure the payment thereof and of the interest thereupon by mortgage on or pledge, conveyance or assignment is trust of, the whole or any part of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired and to sell, pledge, or otherwise dispose of such securities or other obligations of the corporation for its corporate purposes.

(i) Generally to make and perform contracts of any kind of description for the purpose of attaining any of the objects of the corporation; to do and perform any other acts or things and to exercise and adopt all powers which co-partnerships and natural persons could do or exercise, and which now are or hereafter may be authorized by law, and generally to do and perform any and all things necessary or incidental to the performing and carrying out of the powers hereinabove specifically delegated or implied.

(j) It is the intention that each of the objects, purposes, and powers specified in each of the paragraphs of this, the Second Article of this Certificate of Incorporation shall, except where otherwise so specified, be nowise limited or restricted by reference to or inference from the terms of any other paragraph of any other article in this Certificate of Incorporation, but that the objects, purpose, and powers specified in the article, and in each of the articles or paragraphs of this Certificate, shall be regarded as independent objects, purposes and powers and the enumeration of specific purposes and powers shall not be construed to restrict in any manner the general terms and powers of this corporation, nor shall the expression of one thing be deemed

to exclude or in any way limit by inference any powers, objects, or purposes which this corporation is empowered to exercise, whether expressly by force of the laws of the State of Florida, now or hereafter in effect, or implied by any reasonable construction of said law.

(k) To do, transact, perform any and all forms of business and activities that can legally be performed and transacted in the State of Florida, the United States of America and any other country of the world.

(l) To buy, sell, import, export, store, warehouse, distribute, process, manufacture, fabricate, market, and trade in and deal in and with, at wholesale and retail, and in every other manner, supplies and materials of every kind and character, and all equipment, goods, and materials of every kind and character.

(m) To buy, sell, import, export, store, warehouse, distribute, process, manufacture, fabricate, and market all types of bird cages.

(n) To be in the business of and to buy, sell, and deal generally in bird cages and in the supplies and equipment of all kind needed for said business; and to buy, sell, and manufacture foods and toys for all birds, cats, dogs and all other animals.

(o) To be in the business of and to import, export and deal in bird cages for rare and exotic birds and all other types of birds and other animals and to carry on the business of purchasing or acquiring, and selling or otherwise disposing of the stocks, supplies, equipment, accessories, appurtenances, products and by-products of the business.

RTICLE III

CAPITAL STOCK

The maximum number of shares of this corporation shall be One Thousand (1,000) shares, said shares having a par value of One Dollar (\$1.00) each; and to be fully paid and non-assessable; all of which shall be common stock; and the same shall be issued and sold for such consideration as may be fixed by the Board of Directors hereof. Said shares of stock shall be issued, sold or transferred only in accordance with the by-laws of the corporation as the corporation may from time to time make, and all said shares of stock shall be paid for either in cash, property, labor or services, in being recognized that property, labor or services may be purchased or paid for with the capital stock of the corporation at a just valuation.

ARTICLE IV

AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall begin business shall not be less than One Thousand Dollars (\$1,000.00).

ARTICLE V

This corporation shall be perpetual existence, unless dissolved according to law.

ARTICLE VI

PRINCIPAL OFFICE AND AGENT

The principal office of the Corporation and registered agent is at: 3623 Southwest 165 Avenue, Miramar, Florida 33027. Said corporation shall have full power and authority to transact business and to establish offices and agencies in such other places both within and without the

State of Florida and in any foreign countries. The name of the initial registered agent of this corporation at the above address is JOSE SABEH.

ARTICLE VII

NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors of not less than one (1) to be increased at the discretion of the Board of Directors.

ARTICLE VIII

FIRST BOARD OF DIRECTORS

The names and post office addresses of the first Board of Directors of this corporation, all subject to the provisions of this Certificate, the By-Laws, and the Corporation Law of the State of Florida, who shall hold office for the first year, or until their successors are duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
JOSE SABEH	3623 Southwest 165 Avenue Miramar, Florida 33027

ARTICLE IX

ADDRESSES OF THE OFFICERS OF THE CORPORATION

The names and post office addresses of the Officers of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOSE SABEH, President	3623 Southwest 165 Avenue Miramar, Florida 33027
MARIA L. SABEH, Vice President/Treasurer	3623 Southwest 165 Avenue Miramar, Florida 33027

<u>NAME</u>	<u>ADDRESS</u>
MARIA T. SABEH, Secretary	3623 Southwest 165 Avenue Miramar, Florida 33027

ARTICLE X

ADDRESS OF THE SUBSCRIBER OF THE CORPORATION

The name and address of the subscriber of the Certificate of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOSE SABEH	3623 Southwest 165 Avenue Miramar, Florida 33027

ARTICLE XI

The Directors may exercise all of the powers held by the corporation not inconsistent with law, and in particular, they may:

- (a) Determine upon what terms and conditions stock certificates which have been lost or destroyed may be replaced or reissued;
- (b) Make By-Laws for the exercise of corporate powers, the management, regulation and government of the corporation's property and affairs, the transfer of its stock and the calling and holding of meeting of its stockholders;
- (c) Appoint such officers and agents that the affairs of the corporation shall require, and allow for suitable compensation;

(d) Issue notes and bonds of the corporation in evidence of its indebtedness and mortgage and pledge or otherwise encumber the corporation's assets, real and personal, as security for the payment of same;

(e) Acquire by purchase, gift, or other lawful mode, shares of its own capital stock and the capital stock of other corporations;

BUT THIS enumeration of powers shall not be held as in any manner curtailing the power belonging to the Directors by virtue of the Common or Statute Laws of the State of Florida.

ARTICLE XII

The Power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator, being the same person named in Article X above, and in evidence of his desire to form this corporation, does hereto subscribe his name, this 20 day of May, 2002.

Jose Sabeh
JOSE SABEH, Incorporator

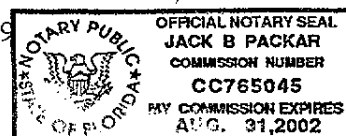
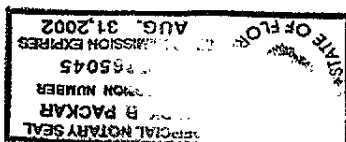
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared JOSE SABEH to me known or who produced his driver's license as identification and known to me to be the person described in and whose name is signed to the foregoing Certificate of Incorporation of SOUTHERN CAGE DISTRIBUTORS, INC., and who is described in said Certificate as the incorporator of said company, and acknowledged before me that he executed same for the purpose herein expressed.

GIVEN under my hand and seal of office, this 20 day of May, 2002.

My commission expires:

[Signature]
NOTARY PUBLIC, State of Florida



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

FIRST--THAT SOUTHERN CAGE DISTRIBUTORS, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIRAMAR, FLORIDA HAS NAMED JOSE SABEH, LOCATED AT 3623 S.W. 165th AVENUE, CITY OF MIRAMAR, STATE OF FLORIDA 33027, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Jose Sabeh
JOSE SABEH

TITLE: PRESIDENT

DATE: May 20, 2002

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: Jose Sabeh
JOSE SABEH

DATE: May 20, 2002

FILED
02 MAY 22 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA