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2002 OCT -1 PM 1:45
 TOLL FREE SERVICE CENTER
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 -09/16/02--01033--006
 *****78.75 *****78.75

CORPORATION(S) NAME

By GEORGE Enterprises, INC.

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- Dissolution
- Mark
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Reservation
- Change of Registered Agent
- Certified Copy
- Photo Copies
- Certificate Under Seal
- Call When Ready
- Call If Problem
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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 16, 2002

EMPIRE

SUBJECT: BY GEORGE, CORP.
Ref. Number: W02000026873

RECEIVED
02 OCT - 1 M 9:15

We have received your document for BY GEORGE, CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6930.

Donna Graves
Document Specialist
New Filing Section

Letter Number: 102A00052762

**ARTICLE OF INCORPORATION
OF**

BY GEORGE

ENTERPRISES, INC.

The undersigned subscribers to these articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is:

BY GEORGE ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - NATURE - PURPOSE OF BUSINESS

The Nature-Business or Purpose of this Corporation shall be to engage in any lawful business or purpose whatever for which corporation may be organized under the Florida Corporation Law of Florida Statutes as made and amended.

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 stocks, having a par value of One Dollar (\$1.00) per share.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business is not to be less than one thousand and No/100ths Dollars (\$1,000.00).

ARTICLE V – TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI – AMENDMENT

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 stockholder's meeting by a majority of the Stockholder's entitled to vote thereon, unless all the Stockholders sign a written amendment of these articles of Incorporation be made.

ARTICLE VII – RESIDENT AGENT

The Resident Agent for service of process shall be:

**GEORGE T. POGACSAS
4743 NW 103 AVENUE
SUNRISE, FL 33351**

ARTICLE VIII – ADDRESS

The initial principal place of business of this corporation in the State of Florida is:

**4743 NW 103 AVENUE
SUNRISE, FL 33351**

ARTICLE IX - DIRECTORS

The corporation shall have not less than One **(1)** Director initially. The number of Directors may be increased or diminished from time by the by – laws adopted by the stockholders, but shall never be less than One **(1)**. Vacancies in the board of Directors may be filled by a majority vote of the remaining Directors at a meeting so called for that purpose, which newly elected directors shall serve the remaining unexpired term. A majority of Directors, present at any Directors' meeting, shall constitute a quorum.

ARTICLE X – INITIAL DIRECTORS

The names and address of the members of the first Board of Directors are:

NAME

ADDRESS

GEORGE T. POGACSAS

**4743 NW 103 AVENUE
SUNRISE, FL 33351**

ARTICLE XI – SUBSCRIBERS

NAME & ADDRESS

SHARES

CONSIDERATION

**GEORGE T. POGACSAS
4743 NW 103 AVENUE
SUNRISE, FL 33351**

1,000

\$1,000.00

IN WITNESS WHEREOF we have hereunto set our hands and seals and filed the foregoing Articles of Incorporation under the laws of the State of Florida, **This ___ day of September, 2002.**

George T. Pogacsas

GEORGE T. POGACSAS, President

**OAT OF ACCEPTANCE
OF
REGISTERED AGENT**

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SECTION OF STATE
TALLAHASSEE FLORIDA

The undersigned, having been named as the registered Agent / Officer for:

BY GEORGE ENTERPRISES, INC.

At the place described in the attached Article of Incorporation "4743 NW 103 AVENUE SUNRISE, FL 33351" GEORGE T. POGACSAS by its duly authorized officer, hereby agrees to act in this capacity and agrees to comply with the provisions of all statutes relative to the and complete performance of those duties, and further, is familiar with and accepts the duties and obligations in the Section 607.0505 of the Florida Statutes.

Dated this ___ Day of September, 2002


GEORGE T. POGACSAS