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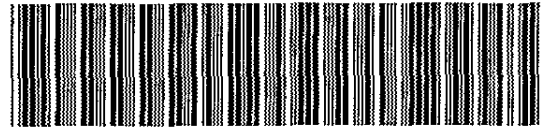
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D. WHITE 12/2/2002

November 19, 2002

Sheri L. Kratzer
1619 Druid Drive
Maitland, FL 32751

Department of State
Division of Incorporation
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir/Madam:

Enclosed please find two (2) original copies of my Articles of Incorporation and my check for the incorporation fees of \$87.50. This will cover the cost for the filing fee, certified copy & certificate of Status.

If there is any additional information needed, please contact me. Thank you for your attention regarding this matter.

A handwritten signature in cursive script that reads "Sheri Kratzer".

Sheri L. Kratzer

**ARTICLES OF INCORPORATION
OF
Boagenberry Creations, INC.**

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TALLAHASSEE, FLORIDA

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The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby associates to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: Boagenberry Creations, Inc.

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of wholesale and retail sales and all activities incident thereto and any other activities in which is not inconsistent with the Laws of Florida or of the United States governing the operation of such business and in furtherance, but not in limitation of the powers conferred by the laws of the State of Florida, it is hereby expressly provided that this corporation shall have the power to transact any and all lawful business including the powers:

- (a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the corporation, buildings or other structures, public or private, with their appurtenances and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or structures, now or hereafter erected on any lands owned, held, or occupied and to encumber or dispose of any lands or interests in lands and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.
- (b) To acquire, by purchase, lease, manufacture or otherwise any personal property deemed necessary or useful in the equipment, furnishings, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation and to invest, trade and deal in any personal property deemed beneficial to the corporation and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.
- (c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and to execute such mortgages, transfers or corporate indebtedness as required.
- (d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of 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 the rights, powers and privileges of ownership, including the right to vote such stock.

(f) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation or calculated to facilitate the same.

(g) To carry on any or all of its operations and business and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(h) To engage in any and all lawful businesses, trades, occupations and professions.

(i) To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors or otherwise, alone, or in company with others and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above-named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each having a par value of \$1.00. Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is a minimum of Seven Hundred Fifty (\$750.00) Dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have a perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation is to be at 1619 Druid Road, Maitland, FL 32751. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may seem fit.

ARTICLE VII - DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the Bylaws.

ARTICLE VIII - INITIAL DIRECTORS

The names and street address of the initial directors to hold office until his successor or successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Sheri L. Kratzer	1619 Druid Road Maitland, FL 32751

ARTICLE IX - INCORPORATORS

The name and street address of the incorporator of these Articles of Incorporation is: Sheri L. Kratzer, 1619 Druid Road, Maitland, FL 32751.

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1619 Druid Road, Maitland, FL, 32751 and the name of the initial registered agent of this corporation at that address is Sheri L. Kratzer.

ARTICLE XI - EFFECTIVE DATE

These Article of Incorporation shall be effective and the corporation's existence shall begin on the date of filing of these Articles with the Secretary of State, State of Florida.

ARTICLE XII - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

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ARTICLE XIII - BYLAWS

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The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XIV - INDEMNIFICATION

This corporation shall indemnify any officers, director, or agent or any former officer, director, or agent to the full extent permitted by law.

ARTICLE XV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XVI - 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 shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 19th day of November, 2002.

IN ADDITION TO, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Sheri L. Kratzer
Incorporator / Registered Agent