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(Requestor's Name)

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PICK-UP WAIT MAIL

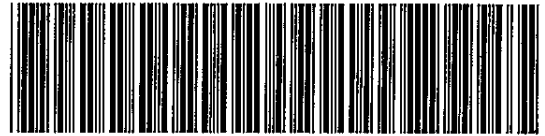
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Handwritten initials/signature

TRANSMITTAL LETTER

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

SUBJECT: FANCY FLIGHT, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Allan Jahner
Name (Printed or typed)

1784 cinnamon circle
Address

casselberry, fl. 32707
City, State & Zip

407-647-2011 (407) 695-4802
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
FANCY FLIGHT, INC.**

ARTICLE I. NAME

The name of this corporation is:

FANCY FLIGHT, INC.

ARTICLE II. PURPOSE

This corporation is organized for the following purposes:

To engage in the operation of one or more Wild Birds Unlimited franchises.

ARTICLE III. POWERS

This corporation shall have the following powers, in addition to all those powers granted by law:

- a. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.
- b. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- c. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- d. To lend money to, and use its credit to assist its officers and employees in accordance with law.
- e. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- f. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any part of its property, franchises and income.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- g. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- h. To conduct its business, carry on its operations, and have offices and exercise the powers granted by law within or without this state.
- i. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- j. To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- k. To make donations for the public welfare or for charitable, scientific or educational purposes.
- l. To transact any lawful business that the board of directors shall find will be in aid of governmental policy.
- m. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.
- n. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.
- o. To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE IV. CORPORATE EXISTENCE

This corporation shall commence existence upon the filing of these Articles of Incorporation, and shall have perpetual existence.

ARTICLE V. PRINCIPAL OFFICE

The address of the principal office of the corporation is:

5687 Red Bug Lake Rd
Winter Springs, FL 32708

ARTICLE VI. REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation and the registered address of the corporation are:

Allan Jahner
5687 Red Bug Lake Road
Winter Springs, FL 32708

ARTICLE VII. CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of Common Stock having a par value of \$.01 per share. The initial shareholders of the corporation shall be:

| | |
|-------------------------------|--------|
| | shares |
| Allan Jahner and Janey Jahner | 1,000 |

ARTICLE VIII. OFFICERS

The corporation shall have the following offices and officers initially, which may be changed by the Board of Directors or by the shareholders at any time:

| | |
|----------------|--------------|
| President | Allan Jahner |
| Vice President | Janey Jahner |

ARTICLE IX. INITIAL BOARD OF DIRECTORS

This corporation shall have a Board of Directors. The number of directors may be either increased or diminished from time to time by the shareholders at any duly called and constituted meeting. The name and addresses of the initial directors of this corporation are:

| | |
|---|---|
| Allan Jahner 1784 Cinnamon Cir. Casselberry, FL 32707 | Janey Jahner 1784 Cinnamon Cir. Casselberry, FL 32707 |
|---|---|

ARTICLE X. CUMULATIVE VOTING FOR DIRECTORS

Each shareholder is entitled to cumulate his votes for the directors of the corporation. He is entitled to multiply the number of votes he is entitled to cast by the number of directors for whom he is entitled to vote and to cast the product for a single candidate or distribute the product among two or more candidates.

ARTICLE XI. PREEMPTIVE RIGHTS

The corporation shall have preemptive rights. Each shareholder of the corporation shall have a preemptive right to acquire proportional amounts of the corporation's unissued shares upon the decision of the board of directors to issue them. In such event, the board of directors shall prescribe uniform terms and conditions in order to provide a fair and reasonable opportunity to exercise this right.

ARTICLE XII. BYLAWS

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

ARTICLE XIII. RESTRICTIONS ON TRANSFER OF STOCK

The transfer or issuance of any stock of the corporation or the sale or transfer of any interest in the franchise is restricted by the terms of the Franchise Agreement between the corporation and Wild Birds Unlimited, Inc.

ARTICLE XIV. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.


ARTICLE XV. INCORPORATORS

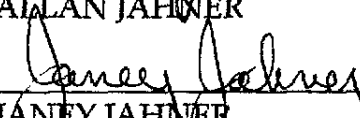
The names and addresses of the persons signing these Articles of Incorporation are:

Allan Jahner
1784 Cinnamon Cir.
Casselberry, FL 32707

Janey Jahner
1784 Cinnamon Cir.
Casselberry, FL 32707

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2 day of January, 2004.

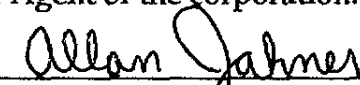


ALLAN JAHNER


JANEY JAHNER

ACCEPTANCE OF REGISTERED AGENT

I hereby acknowledge that I am familiar with my duties and responsibilities as Registered Agent of FANCY FLIGHT, INC., and I hereby accept said duties and responsibilities and agree to serve as Registered Agent of the corporation.



ALLAN JAHNER
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FL 32301