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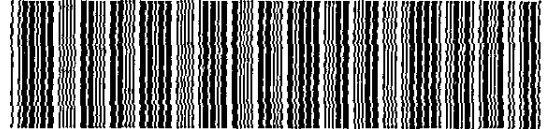
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2004 JUN 14 A 9 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF REGISTRATIONS
TALLAHASSEE, FLORIDA

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GOLDBERG & OLIVE
ATTORNEYS AT LAW

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†Florida Bar Certified Tax Law

PHONE: (850) 222-4000
FAX: (850) 942-6400

June 11, 2004

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

By Hand Delivery

Re: Hattah, Inc.

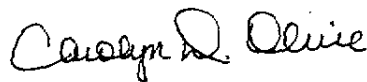
Dear Madam/Sir:

Enclosed for filing are an original and one copy each of the Articles of Organization and Certificate of Designation of Registered Agent/Registered Office for the corporation named above. Also enclosed is a check in the amount of \$70.00 for the filing fee (\$35.00) and registered agent fee (\$35.00).

Please return our document copies in the enclosed return envelope.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to call me.

Sincerely,



Carolyn D. Olive

CDO/ldv
Enclosures

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Articles of Incorporation

of

HATTAH, INC.

a Florida corporation

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 JUN 14 A 9 14

FILED

The undersigned Incorporators hereby file these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I.

Name

The name of this Corporation shall be **HATTAH, INC.**

ARTICLE II.

Address

The street address of the initial principal office of this Corporation, and the mailing address of this Corporation, shall be:

2803 Saint Leonard Drive
Tallahassee, Florida 32312-3037

ARTICLE III.

Corporate Purposes

The Corporation is organized for the sole purpose of engaging in the operation of one or more franchises with Wild Birds Unlimited, Inc.

ARTICLE IV.
Term of Corporate Existence

This Corporation shall have perpetual existence unless dissolved according to law.

ARTICLE V.
Corporate Powers

This Corporation shall have and exercise all the powers accorded corporations under the laws of the State of Florida.

ARTICLE VI.
Capital Stock

The authorized capital stock of the Corporation shall consist of 1,000 shares of Common Stock with a par value of One Dollar (\$1.00) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock; and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements. The transfer or issuance of any stock of the Corporation or the sale or transfer of any interest in any franchise with Wild Birds Unlimited, Inc. is restricted by the terms of the Franchise Agreement between the Corporation and Wild Birds Unlimited, Inc.

ARTICLE VII.
Board of Directors

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors may be either increased or decreased from time to time as regulated by the Bylaws. The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. The initial Board of Directors of the Corporation shall consist of two members, as set forth below, who shall hold office until the first annual meeting of the shareholders and thereafter until their successors have been elected and qualified or until their

earlier resignation, removal from office, inability to act, or death:

SUSAN M. TEISCIERO

2803 Saint Leonard Drive
Tallahassee, Florida 32312-3037

MARY L. HUGGINS

2803 Saint Leonard Drive
Tallahassee, Florida 32312-3037

ARTICLE VIII.

Officers

The Corporation shall have a President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors at such time and in such manner as prescribed by the Bylaws. The Corporation may have such other officers and assistant officers and agents as the Board of Directors may deem necessary, to be elected by the Board of Directors or chosen in such other manner as prescribed by the Bylaws. A person may hold more than one office. The names and addresses of the initial officers are as follows:

President/Secretary:	SUSAN M. TEISCIERO
Vice-President/Treasurer:	MARY L. HUGGINS

ARTICLE IX.

Registered Office and Registered Agent

The name of the initial Registered Agent of the Corporation and the street address of the initial Registered Office of this Corporation in the State of Florida shall be as follows:

MARY L. HUGGINS
2803 Saint Leonard Drive
Tallahassee, Florida 32312-3037

The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

ARTICLE X.

Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law, and all rights conferred upon shareholders hereunder are granted subject to this reservation.

Incorporators

The names and street addresses of the Incorporators of this Corporation are as follows:

SUSAN M. TEISCIERO

2803 Saint Leonard Drive
Tallahassee, Florida 32312-3037

MARY L. HUGGINS

2803 Saint Leonard Drive
Tallahassee, Florida 32312-3037

IN WITNESS WHEREOF, we have executed these Articles of Incorporation of HATTAH, INC. this

11 day of June, 2004.

Susan M. Teisciero
SUSAN M. TEISCIERO, Incorporator

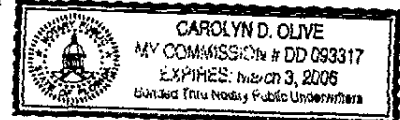
Mary L. Huggins
MARY L. HUGGINS, Incorporator

STATE OF FLORIDA
COUNTY OF LEON

The foregoing Articles of Incorporation of **HATTAH, INC.** were acknowledged before me this 11th day of June, 2004, by **SUSAN M. TEISCIERO** [(X) who is personally known to me; or () who produced _____ identification], as an Incorporator, and by **MARY L. HUGGINS** [(X) who is personally known to me; or () who produced _____ identification], as an Incorporator.

Carolyn D. Olvie
Signature of Notary Public

Notary Stamp/Seal:



Certificate Designating Registered Agent and Registered Office

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, **HATTAH, INC.**, desiring to organize as a corporation under the laws of the State of Florida, has designated 2803 Saint Leonard Drive, Tallahassee, Florida 32312-3037, as its initial Registered Office, and has named **MARY L. HUGGINS**, located at said address, as its initial Registered Agent.

Susan M. Teisciero
SUSAN M. TEISCIERO, Incorporator

Mary L. Huggins
MARY L. HUGGINS, Incorporator

Date: Jun 11, 2004

Acceptance by Registered Agent

Having been named by the above-stated Corporation as its registered agent to accept service of process at the location designated herein, the undersigned hereby accepts said appointment and agrees to act in this capacity, is familiar with and accepts the obligations of Section 607.0505, Florida Statutes, and agrees to comply with the laws of Florida applicable thereto.

Mary L. Huggins
MARY L. HUGGINS, Registered Agent

Date: Jun 11, 2004

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FILED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE