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06/21/04--01022--012 \*\*78.75

EFFECTIVE DATE  
6-22-04

2004 JUN 21 P 12:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**GRUSKIN & LABERGE, P.A.**

**LAWYERS  
2719 FIRST AVENUE NORTH  
ST. PETERSBURG, FLORIDA 33713**

DAVID J. GRUSKIN  
SUZANNE LABERGE

727-321-1918  
FAX 727-321-2839  
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June 18, 2004

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

**RE:** Bittersweet Blues, Inc.

Dear Department of State:

Enclosed are an original and two (2) copies of the Articles of Incorporation and a check for \$78.75 for the Filing Fee and Certified Copy. For further information concerning this matter, please call me at the number listed above.

Please return the Certificate of Incorporation together with the certified copy of the Articles of Incorporation to the undersigned at the above address.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'D.J. Gruskin', followed by a horizontal line.

David J. Gruskin

DJG/hlm  
Enclosures  
cc: Jacqueline Redmond

FILED

2004 JUN 21 P 12:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
BITTERSWEET BLUES, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I**

The name of the Corporation is: Bittersweet Blues, Inc..

**ARTICLE II**

The existence of the Corporation shall begin on: June 22, 2004.

**ARTICLE III**

The street address of the principal office of the Corporation is: 6919 Grand Vista Way S., S. Pasadena, Florida 33707.

EXPIRATION DATE  
6-22-04

**ARTICLE IV**

The general nature and purpose of business to be transacted, promoted and carried on by the Corporation is to engage in any activity or business now or hereafter authorized and permitted under the laws of United States and the State of Florida to be done or exercised by corporations organized for profit.

**ARTICLE V**

The maximum number of shares this Corporation is authorized to issue is 500, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE VI**

The initial street address of the Corporation's registered office is: 2719 First Avenue N., St. Petersburg, Florida, 33713. The initial registered agent for the Corporation at that address is: David J. Gruskin.

**ARTICLE VII**

The initial board of directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The name and address of the person who will serve on the initial board of directors is:

Name

Address

Jacqueline Redmond

6919 Grand Vista Way S.  
S. Pasadena, FL 33707

**ARTICLE VIII**

The name and street address of the person signing these articles of incorporation is:

Name

Address

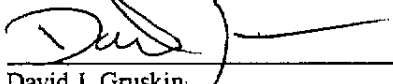
David J. Gruskin

2719 First Avenue N.  
St. Petersburg, FL 33713

**ARTICLE IX**

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

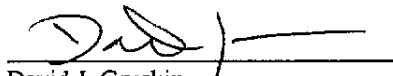
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation.

  
\_\_\_\_\_  
David J. Gruskin  
Incorporator

June 18, 2004  
Date

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Bittersweet Blues, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.

  
\_\_\_\_\_  
David J. Gruskin  
Registered Agent

June 18, 2004  
Date

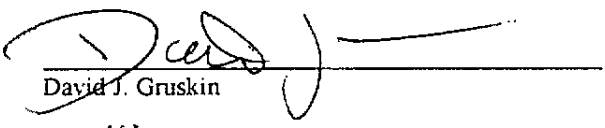
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

UNDER THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: Bittersweet Blues, Inc.
2. The name and address of the registered agent and office is:

David J. Gruskin  
2719 First Avenue N.  
St. Petersburg, Florida 33713

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
David J. Gruskin

June 18, 2004

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TALLAHASSEE, FLORIDA