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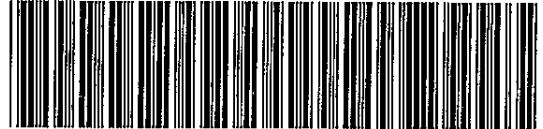
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**JEFFREY P. WHITTON**

ATTORNEY AT LAW

TELEPHONE (850) 769-7040

565 HARRISON AVENUE  
P. O. BOX 1956  
PANAMA CITY, FLORIDA 32401

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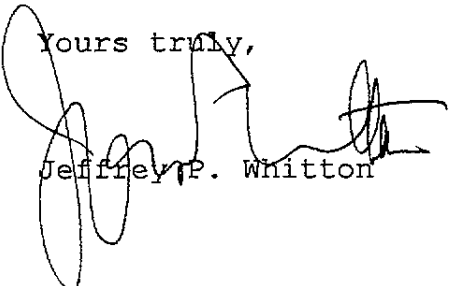
July 28, 2004

Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RE: Bird World of Panama City, Inc.

Enclosed please find the original and a copy of the Articles of Incorporation for Bird World of Panama City, Inc. Please return a file stamped copy.

Yours truly,



Jeffrey P. Whitton

JPW/ch

Enclosure: Check No. 25829

**ARTICLES OF INCORPORATION  
OF  
BIRD WORLD OF PANAMA CITY, INC.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 JUL 30 PM 3: 50

The undersigned subscriber to these Articles of Incorporation hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation is Bird World of Panama City, Inc. The principal place of business and mailing address of the corporation is 5317 B Hwy. 22, Panama City, FL 32404.

**ARTICLE II**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE III**

This corporation shall have perpetual existence and shall commence on filing.

**ARTICLE IV**

This corporation is authorized to issue One Hundred (100) shares of common stock, each share having the par value of \$1.00.

**ARTICLE V**

The street address of the initial registered officer of this corporation is 5317 B Hwy. 22, Panama City, Florida, 32404, and the name of the initial registered agent of this corporation at that address is Robert Watson.

**ARTICLE VI**

This corporation shall have one director initially. The number of directors may be either increased or diminished from

time to time by the by-laws but shall never be less than one.

The name and address of the initial director of this corporation is:

Jeffrey P. Whitton  
Post Office Box 1956  
Panama City, FL 32402

ARTICLE VII

The name and address of the person signing these Articles is:

Jeffrey P. Whitton  
Post Office Box 1956  
Panama City, FL 32402

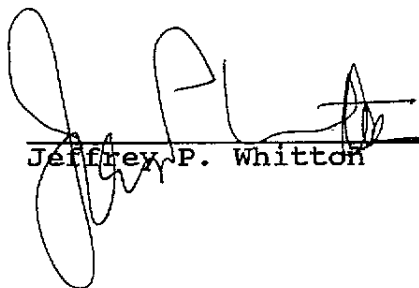
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28<sup>th</sup> day of July, 2004.

  
\_\_\_\_\_  
Jeffrey P. Whitton

CERTIFICATE DESIGNATING  
REGISTERED AGENT AND REGISTERED OFFICE


In compliance with Chapter 48.091, Florida Statutes, the following is submitted:

Bird World of Panama City, Inc., desiring to organize under the laws of the State of Florida, has designated 5317 B Hwy. 22, Panama City, Florida, 32404, as its initial Registered Office and has named Robert Watson, 5317 B Hwy. 22, Panama City, Florida, 32404, as its agent to accept service of process within this state.

  
\_\_\_\_\_  
Jeffrey P. Whitton

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept said appointment and agree to comply with the provisions of said act relative to keeping open said office.

  
\_\_\_\_\_  
Robert Watson

04 JUL 30 PM 3:50  
DIVISION  
SECRETARY  
FILE