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**Florida Department of State
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To: Division of Corporations
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From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 SEP 29 PM 5:56

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FLORIDA PROFIT CORPORATION OR P.A.

RED PARROT OF SOUTH FLORIDA, INC.

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139-302944

FROM :

FAX NO. :954 462 6044

Sep. 28 2005 11:37AM P3

05 SEP 29 PM 5:56

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
RED PARROT OF SOUTH FLORIDA, INC.**

I, the undersigned, being of legal age, do hereby form a corporation for profit, under the Laws of the State of Florida authorizing the formation of corporation.

ARTICLE I - NAME

The name of the corporation is Red Parrot of South Florida, Inc.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any time is 500 shares of common stock, each share having a par value of \$1.00.

Authorized capital stock may be paid in cash, services or property, at a 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 capital with which corporation shall begin business is **FIVE HUNDRED (\$500.00) DOLLARS.**

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS AND REGISTERED ADDRESS

The initial street address of the principle office and registered address of this corporation is 651 North Andrews Avenue, Fort Lauderdale, FL 33311.

FROM :

FAX NO. : 954 462 6044

Sep. 28 2005 11:39AM P4

ARTICLE VII - INITIAL DIRECTOR

There shall be one director initially, and there shall never be less than one director. The name and address of the initial director who shall hold office until a new successor is elected or has qualified is:

NAME**ADDRESS**

Brandy Washington

651 North Andrews Avenue
Fort Lauderdale, FL 33311

Carlos Morales

651 North Andrews Avenue
Fort Lauderdale, FL 33311

J. Grome

651 North Andrews Avenue
Fort Lauderdale, FL 33311**ARTICLE VII - INCORPORATORS**

The name and address of the persons signing these articles are:

Brandy Washington

651 North Andrews Avenue
Fort Lauderdale, FL 33311**ARTICLE IX - EFFECTIVE DATE**

These articles of incorporation shall be effective upon the date of execution and acknowledgement of these articles. In the event that these articles are not filed with the Department of State within five (5) days, exclusive of legal holidays, after subscription and acknowledgement hereof, corporate existence shall begin when these articles are filed with the Department of State.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, and former officer or director, to the fullest extent permitted by law. Such indemnification shall include costs and reasonable attorney's fees reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may have been made a party to be reason of his being or having been a Director or Officer of the corporation. Such indemnification shall not be made in relation to a matter in which he is adjudged to have been derelict in the performance of his duty as such officer or director.

FROM :

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ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII - REGISTERED AGENT

The registered Agent of this corporation, designated as the corporation agents to accept service process within the State of Florida, shall be Brandy Washington, who is located at 651 North Andrews Avenue, Fort Lauderdale, FL 33311.

ARTICLE XIII - CONSENT IN WRITING IN LIEU OF MEETING

Any action that may be taken at a meeting of the stockholders of this corporation may be taken without formal meeting, if consent in writing setting forth the action shall be signed by all of the shareholders of the corporation and filed with the Department of State.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation, this 28th day of September 2005.


BRANDY WASHINGTON

ACKNOWLEDGEMENT OF REGISTERED AGENT

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


BRANDY WASHINGTON

FROM :

FAX NO. :954 462 6044

Sep. 28 2005 11:39AM P6

**STATE OF FLORIDA
COUNTY OF BROWARD**

I HEREBY CERTIFY that on this date before me, a Notary Public duly authorized to take acknowledgements, personally appeared known to be the person described in the above articles and who have executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and seal this 28th day of September 2005.

My Commission Expires: