

P 950000 21220

LAW OFFICE OF
Craig W. Turner

2202 SOUTHEAST SEVENTEENTH STREET
OCALA, FLORIDA 34471

FACSIMILE
(800) 620-2900

March 9, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

TELEPHONE
800-620-1188
FILED
MAR 14 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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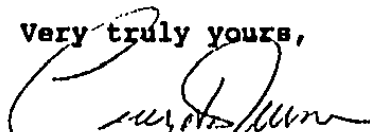
Re: Merry Catbird, Inc.

Gentlemen:

Enclosed you will find the original and one copy of the Articles of Incorporation for Merry Catbird, Inc. together with a check for \$122.50. Kindly provide to the undersigned a certified copy of the Articles of Incorporation at your earliest convenience.

Thank you in advance for your assistance and cooperation.

Very truly yours,


Craig W. Turner

CWT/sl
Enc.

F. CHESSER MAR 16 1995

ARTICLES OF INCORPORATION
OF

MERRY CATBIRD, INC.

The undersigned, desiring to form a corporation for profit pursuant to the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be MERRY CATBIRD, INC. with a principal office of 13005 N.W. Highway 301 and 441, Ocala, Florida 34475.

ARTICLE II - TERM OF EXISTENCE

The corporation shall exist perpetually.

ARTICLE III - GENERAL PURPOSES

The general purposes for which the corporation is organized shall be:

(1) To manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class and description.

(2) It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida General Corporation Act, as the same may be from time to time amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is seven thousand five hundred (7,500) shares, which shall be designated Common Shares with a par value of one dollar (\$1.00) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The initial street address of the registered office of the corporation in the state of Florida is 2202 Southeast 17th Street, Ocala, Florida 34471. The name of the initial registered agent of

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

the corporation at such address is CRAIG W. TURNER.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of the corporation shall be two (2).

B. The number of directors of the corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.

C. The name and address of the initial members of the Board of Directors, who shall hold office until their successors are duly elected and have qualified, are:

MARY LEE COOK	P.O. Box 4964 Ocala, Florida 34475
SANDRA LILLIE	820 S. 10th Street Lantana, Florida 33462

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator of the corporation is:

MARY LEE COOK	P.O. Box 4964 Ocala, Florida 34475
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ARTICLE VIII - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested in either the Board of Directors or the shareholders; provided, however, that no By-Law adopted by the shareholders may be altered, amended, or repealed by the Board of Directors; and provided, further, however, that only the shareholders may adopt a By-Law which fixes, increases, or decreases the number of directors of the corporation.

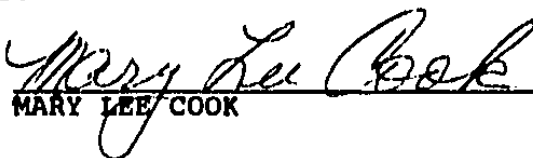
ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Ocala, Florida, this 8th day of March, 1995.


MARY LEE COOK

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 9th day of March, 1995 by MARY LEE COOK who is personally known or who has produced C-200-587-39-554 FDL as identification.

NOTARY PUBLIC:

Sign Sharon Ann Leigh

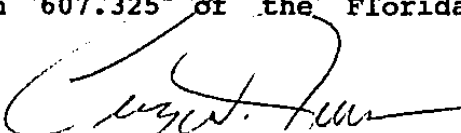
Print Sharon Ann Leigh
State of Florida at Large

My commission expires:

SHARON ANN LEIGHT
Notary Public, State of Florida
My comm. expires Sept. 21, 1995
No. CC135314

ACCEPTANCE BY REGISTERED AGENT

The undersigned, CRAIG W. TURNER, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to Section 607.325 of the Florida General Corporation Act.


CRAIG W. TURNER

FILED
MAR 14 PM 2:00
CLERK OF
MARION
COUNTY
FLORIDA