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FILED
95 MAR 21 11:58:55
TALLAHASSEE, FLORIDA
INTELLECTUAL PROPERTY
AND RELATED CAUSES

VIA CERTIFIED MAIL #Z 117 938 755

March 10, 1995

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

100001435351
-03/22/95--01023--020
****122.50 ****122.50

Re: Incorporation - Birdalure, Inc.

Dear Sir or Madam:

I enclose for filing the Articles of Incorporation for Birdalure, Inc. I understand that we will have filing effective within three to five days.

Also enclosed is my law office check for all government, filing, issue and certification fees. Please send the certificate and all other corporate documents to the corporation c/o my office at the above address.

Sincerely,


Jennifer L. Whitelaw

Enclosures

cc: Mr. Edmund J. Demboske

**Articles of Incorporation
of
BIRDALURE, INC.**

FILED
MARCH 21 AM 9:56
TALLAHASSEE, FLORIDA

The undersigned acting as incorporator of a corporation under the Florida Business Corporations Act adopts the following Articles of Incorporation of such corporation:

**ARTICLE I
NAME**

The name of the corporation is BIRDALURE, INC.
The mailing address is c/o Law Offices of Jennifer L. Whitelaw, 800 Harbour Drive, Suite 1000, Naples, Florida 33940.

**ARTICLE II
CORPORATE DURATION**

The period of its duration is perpetual.

**ARTICLE III
PURPOSES**

The purpose is to design, produce, promote and market products relating to birds, and any other activity or business permitted under the laws of the United States and Florida.

**ARTICLE IV
CAPITALIZATION**

The Corporation shall have the authority to issue 1,000 shares of common stock with \$1.00 par value.

**ARTICLE V
REGISTERED OFFICE AND AGENT, INCORPORATOR**

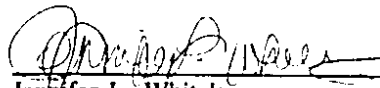
The address of the initial registered office is Law Offices of Jennifer L. Whitelaw, 800 Harbour Drive, Suite 1000, Naples, Florida 33940, and the name of its initial registered agent and incorporator at said address is Jennifer L. Whitelaw.

**ARTICLE VI
DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is one, whose name and address is:

Edmund J. Demboske, 7000 Rue De Marquis, Naples, Florida 33963

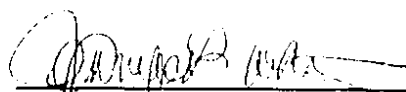
Dated: March 9, 1995



Jennifer L. Whitelaw
Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned designated as the registered agent hereby agrees to comply with the provisions of the Florida Business Corporation Act, to accept this capacity, maintain the designated place, and accept service of process.



Jennifer L. Whitelaw
Registered Agent