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PALLOTTO, HAYSON & MURPHY, P.A.

*Attorneys and Counselors at Law*  
3000 BIGHIDAN STREET  
HOLLYWOOD, FL 33021-3634

GEORGE L. PALLOTTO (1926-1978)  
RUSSELL M. HAYSON\*  
JOHN J. MURPHY\*  
\*ADMITTED FLORIDA AND NEW YORK BARS

TELEPHONE: 954-981-0760  
TELECOPIER: 954-981-9720

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

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RE: TWO BIRDS, INC.  
OUR FILE NO.: 96- 41

Dear Gentlemen:

Enclosed herein please find **CERTIFICATE OF INCORPORATION** for **TWO BIRDS, INC.**, along with our trust account check in the amount of \$122.50 to cover the filing fee.

Please furnish this office with a **CERTIFIED COPY** at your earliest convenience.

Very truly yours,

  
JOHN J. MURPHY, ESQ.  
JJM/sca  
Enclosures  
cc: Edward E. Cohen

96 MAR -6 AM 9:04  
SECRETARY OF STATE  
TALLAHASSEE FL 32314

GB 3/8/96

**CERTIFICATE OF INCORPORATION**

**OF**

**TWO BIRDS, INC.**

**FILED**

**96 MAR -6 AM 9:04**

**CLERK OF STATE  
FLORIDA**

I, THE UNDERSIGNED, hereby associate myself together with the purpose of forming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liabilities, rights, privileges, and immunities of a corporation for profit.

**ARTICLE I.**

The name of this corporation shall be **TWO BIRDS, INC.**

**ARTICLE II.**

The general nature of the business to be transacted by this corporation shall be:

1. To carry on, in its own behalf and in behalf of others, whether as agents, consultants, advisors, independent contractors, or otherwise, a general investment and management advisory business relating to investments and the operation of business, plants, properties, real and personal property of every kind, in the United States and foreign countries, subject to the applicable laws thereof, and without limiting the generality of the foregoing, to act as an investment advisor and management service corporation to any corporation organized or serving as an investment company within the meaning of the Investment Company Act of 1940, as amended, and as in effect from time to time, or any other federal securities laws, to the fullest extent permitted by applicable state and federal laws; and also to conduct any other business not prohibited by law. To maintain executive and operating personnel for the purpose of advising and assisting others in all matters relating to investments and the management and operation of businesses and other properties of every kind. To furnish business investment and management plans and programs, to formulate policies and generally to advise and assist others, under contract or otherwise, in the management of their businesses, plants, properties, and investments. To buy and sell on its own behalf and

on behalf of others in connection with the operation, management, and development of individual and corporate businesses, projects, and developments. To conduct research and to investigate businesses and enterprises of every kind and description throughout the world in order to secure information and data for capital investments, both for its own account and as an agent for others.

To engage in consultant and advisory work in connection with the organization, financing, management, operation, and reorganization of industrial and commercial enterprises. To manage and to provide management for and supervise all or part of any and every kind of investment or business enterprise, and to contract or arrange with any corporation, association, partnership, or individual for the management, conduct, operation, and supervision of all kinds of investments and businesses. To advertise, promote, merchandise, and otherwise purvey the services authorized herein; to negotiate and contract with respect to furnishing of the same for or on behalf of any person, firm, or corporation, domestic or foreign; to enter into and carry out agency or joint arrangements with other persons, firms, or corporations engaged in like or similar activities; and generally to exploit the services and objects of the Corporation by all lawful means.

2. To acquire by purchase, lease, or otherwise, lands and interest in lands, and to own, hold, improve, develop, and manage any real estate as acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the corporation, buildings or other structures, with their appurtenances, and to manage, operate lease, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, at any time owned or held by the corporation.

3. To grant to other persons, firms, or corporations the rights, privileges, concessions, or franchise to carry on any kind of business or enterprise of the corporation under such terms as the corporation may deem expedient and proper.

4. To become party to any lawful agreement with any person, firm, or company; to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects herein enumerated, or incidental to the powers herein named, which shall at any time appear conducive and expedient for the protection or benefit of the corporation, either as holders of or interest in any property or otherwise, with all the powers now or hereafter conferred by the **Laws of the State of Florida** upon corporations.

5. The business of the corporation is from time to time to do one or more or all of the acts and things set out above, and it shall have the right to conduct its business in all its branches in or outside the **State of Florida**, or in any State, Territory, or dependency of the **United States**, or in foreign countries, it being the intention that each of the objects, purposes, and powers specified in all of the provisions of the statement of purposes shall be regarded as independent objects, purposes and powers, and to be in no manner nor to any extent limited or restricted by inference or reference by or from the terms of any clause of this statement or any other paragraph of this Charter or Certificate.

### **ARTICLE III.**

The authorized capital stock of this corporation shall be one **hundred (100)** shares of common stock at no par value.

The common stock shall be payable in cash, property, or services, at a just valuation to be fixed by the **Board of Directors** at a regular or special meeting called for that purpose. Property, labor, services may be purchased and paid for with the common stock of the corporation at a just value to be fixed by the **Board of Directors**.

### **ARTICLE IV.** **AMOUNT OF CAPITAL TO BEGIN BUSINESS**

The amount of capital to begin the business herein and operate same shall be a total of **FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS**.

**ARTICLE V.  
PRINCIPAL OFFICE**

The principal office of the corporation shall be located at  
3860 SHERIDAN STREET, HOLLYWOOD, FLORIDA 33021-3634  
with the privilege of operating any branch office any place in any  
state, territory or foreign country, as the corporation deems  
advisable.

**ARTICLE VI.  
CORPORATION EXISTENCE**

The corporation shall have perpetual existence unless sooner  
dissolved according to Law.

**ARTICLE VII.  
NUMBER OF DIRECTORS**

The number of directors shall be not less than one (1) nor  
more than **three** (3), but the By-Laws may provide for such increase  
or decrease in number thereof as is authorized by law.

**ARTICLE VIII.  
DIRECTORS**

The names and addresses of the first Board of Directors of  
this corporation are:

EDWARD E. COHEN  
President, Secretary  
Treasurer

P. O. BOX 291198  
DAVIE, FLORIDA  
33329

**ARTICLE IX.  
NAMES AND ADDRESSES OF SUBSCRIBERS**

The name and post office address of each subscriber and the  
number of shares of stock which each agrees to take are:

EDWARD E. COHEN  
President, Secretary  
Treasurer

P. O. BOX 291198  
DAVIE, FLORIDA  
33329

100 Shares of Stock

**ARTICLE X.  
REGISTERED AGENT**

JOHN J. MURPHY, ESQ., is hereby named as the original Registered Agent of this corporation, upon whom service of process may be held in accordance with the laws of the State of Florida, and the street address of the initial Registered Agent's office is:

3860 SHERIDAN STREET, HOLLYWOOD, FLORIDA 33021-3634.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledge and filed in the office of the Secretary of State of Florida the foregoing CERTIFICATE OF INCORPORATION, this 28<sup>th</sup> day of FEBRUARY, 1996.

**WITNESSES:**

*Sandra C. Atkinson*  
*Mahel H. McMillan*

*Edward E. Cohen*  
EDWARD E. COHEN

STATE OF FLORIDA  
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, personally appeared before me, the undersigned authority, EDWARD E. COHEN, personally known to me or has produced \_\_\_\_\_ as identification, and she acknowledged before me that she executed the foregoing CERTIFICATE OF INCORPORATION for the purposes therein expressed.

WITNESS my hand and seal in the County and State aforesaid, this 28<sup>th</sup> day of FEBRUARY, 1996.



SANDRA C. ATKINSON  
MY COMMISSION # CC 229381 EXPIRES  
September 20, 1996  
BONDED THROUGH TROY FARM INSURANCE, INC.

*Sandra C. Atkinson*  
NOTARY PUBLIC

**CERTIFICATE OF REGISTERED AGENT**

In compliance with Chapter 48.091, Fla. Stats., the following is submitted:

TWO BIRDS, INC., a corporation desiring to organize under the Laws of the State of Florida, has named JOHN J. MURPHY, ESQ., as its initial Registered Agent, and the initial street address of the initial registered office of said agent is:

3860 SHERIDAN STREET, HOLLYWOOD, FLORIDA 33021-3634.

**ACKNOWLEDGMENT:**

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

  
\_\_\_\_\_  
JOHN J. MURPHY, ESQ.

2011 MAR 10  
96 MAR -6 AM 9:04  
CLERK OF STATE  
TALLAHASSEE FLORIDA

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