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MJC

MICHAEL J. COOPER

ATTORNEY AT LAW

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July 24, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

700001904267
-07/25/96--01060--013
****122.50 ****122.50

RE: BEETLES & BEES, INC.

Dear Sirs:

Please find enclosed the original and one copy of the proposed Charter for the above corporation, (including designation of Resident Agent) together with a check payable to your order in the amount of \$122.50 to cover the following:

Filing fee for Charter
Certified copy of Charter
Filing fee for Certificate of
Registered Agent

\$ 35.00

52.50

35.00

\$122.50

TOTAL:

Please return the certified copy of the Charter to me. Thank you for your cooperation in this matter.

Sincerely yours,

Michael J. Cooper

MJC/rnw
Enclosures

cc: Mr. and Mrs. Michael Budzinski

JUL 26 1996 BSB

FILED
96 JUL 25 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BEETLES & BEES, INC.

FILED

96 JUL 25 PM 2:30

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is BEETLES & BEES, INC. with a mailing address of 110 NE 53rd Court, Ocala, FL 34470.

ARTICLE II - COMMENCEMENT AND DURATION

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is the time of filing of the Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is Seven Thousand Five Hundred (7,500) shares. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V - REGISTERED OFFICE

The street address of the initial principal office and registered office of the corporation is: 110 NE 53rd Court, Ocala, FL 34470. The name of its initial Registered Agent is Michael Budzinski.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial directors is:

Michael Budzinski
110 NE 53rd Court
Ocala, FL 34470

Rebecca Budzinski
110 NE 53rd Court
Ocala, FL 34470

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

Michael Budzinski
110 NE 53rd Court
Ocala, FL 34470

ARTICLE VIII

This corporation is a small business corporation within the meaning of Section 1244 of the Internal Revenue Code and as soon as is practicable this corporation shall adopt a Section 1244 offering plan.

ARTICLE IX PRE-EMPTIVE RIGHTS

The shareholder(s) may adopt, by written agreement, a plan providing for pre-emptive rights as to the issuance, sale or transfer of any stock. If such agreement exists there shall be printed on the face of all stock in a legible manner proper words to notify any holder, buyer or transferee thereof of such agreement.

EXECUTED by the undersigned person(s) at Ocala, Marion County, Florida, on this the ____ day of July, 1996.


MICHAEL BUDZINSKI,
Incorporator

I, MICHAEL BUDZINSKI accept the office of Registered Agent. I am located at 110
NE 53rd Court, Ocala, FL 34470, the registered office of this corporation.

[Signature]
MICHAEL BUDZINSKI,
Registered Agent

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 23rd day of July, 1996,
MICHAEL BUDZINSKI, as Incorporator and as Registered Agent, who:

- A) X (s) are personally known to me OR
_____ who has/have produced _____ a driver's license OR
_____ other identification;
B) Y did OR
_____ did not take an oath.

Robin R. White
Signature of Notary Public
ROBIN R. WHITE
Printed name of Notary Public

AFFIX SEAL/EXPIRATION DATE:

