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November 18, 1996

VSA U
Florida Division of Corporation
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

RE:
BIRDIES OF SOUTHWEST FLORIDA, INC.
LTD. PARTNERSHIP

Dear Sir/Madam:

I have enclosed for your review and filing the original and two (2) copies of the Articles of Incorporation for BIRDIES OF SOUTHWEST FLORIDA, INC., and a check in the amount of \$122.50 payable to The Florida Department of State for the following:

Filing Fee for Articles of
Incorporation, F.S. \$35.00

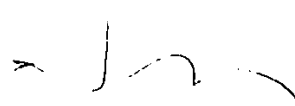
Filing Fee for Resident Agent
F.S. \$35.00

TOTAL: \$ 70.00

Please return a certified copy of the Certificate of Incorporation to this office.

Thank you for your prompt attention to and cooperation in this matter.

Very truly yours,

By: 
Stephen F. Voigt, Esq.

SFV/mss
Enclosures

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TALLAHASSEE
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ARTICLES OF INCORPORATION
OF
STINGERS OF SOUTHWEST FLORIDA, INC.

ARTICLE I - NAME

The name of this corporation is STINGERS OF SOUTHWEST FLORIDA, INC.

ARTICLE II - TERM

This corporation shall commence to exist on the time of the filing of these Articles of Incorporation by the Department of State of the State of Florida, and shall exist perpetually or until legally dissolved.

ARTICLE III - PURPOSE

This is a corporation for the purpose of conducting any or all lawful business, and doing all acts and things as are incidental to the foregoing or necessary or convenient to carry on the business of the corporation or to effect or promote the purpose for which the corporation is formed.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue SEVEN HUNDRED FIFTY (750) SHARES of ONE DOLLAR (\$1.00) PAR VALUE per share common stock.

ARTICLE V - PRINCIPAL OFFICE

The street address of the principal office of this corporation is 5859 LINCOLN RD., VENICE, FLORIDA 34293.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address and the initial registered office of this corporation is STEPHEN F. VOIGT, P.A. and that address is 2414 BEE RIDGE ROAD, SARASOTA, FLORIDA 34239.

ARTICLE VII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be executed by or under the authority of, and the business and affairs of this corporation

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

GLENN J. KELLEY
5859 LINCOLN RD.
VENICE, FLORIDA 34293

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of November, 1996.


GLENN J. KELLEY

STATE OF FLORIDA)
) SS.
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 19th day of November, 1996 by GLENN J. KELLEY, who is personally known to me or who has produced DRIVER'S LICENSE as identification and who did take an oath.

MY COMMISSION EXPIRES: 12-19-97.


Notary Public
BARBARA A. COOK
Print Name

CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

STEPHEN F. VOIGT, P.A.

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CLERK OF CIRCUIT COURT
TALLAHASSEE FLORIDA