

FEDER & DUNN, P.A.

320 SOUTHEAST 9TH STREET
FORT LAUDERDALE, FLORIDA 33316
TELEPHONE: 954-766-2550
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GARY A. FEDER*
KENNETH J. DUNN*

ADMITTED IN FL. & NJ

P 97000037206

April 17, 1997

Department of State
DIVISION OF CORPORATIONS
409 E. Gaines Street
Tallahassee, FL 32399

FILED
97 APR 24 PM 2:11
TALLAHASSEE, FLORIDA

Re: Articles of Incorporation of Bird Emporium of Florida, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation and the Certificate of Designation for Registered Agent/Office for the above referenced company (w/ one copy), and a check in the amount of \$122.50 representing the filing fee to register same and receive a certified copy of the Articles, etc. Please forward a copy of the recorded documents to the following address:

Gary Feder, Esq.
Feder & Dunn, P.A.
320 SE 9th Street
Ft. Lauderdale, FL 33316

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-04/21/97--01092--003
****122.50 ****122.50

We thank you in advance for your immediate attention to this matter. If you should have any questions, please do not hesitate to contact our offices at 954-766-2550.

Sincerely,

Gary Feder, Esq.

W97 9225
562

F. ONE-DOWN

APR 25 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 22, 1997

GARY FEDER ESQUIRE
320 S E 9 STREET
FT LAUDERDALE, FL 33316

SUBJECT: BIRD EMPORIUM OF FLORIDA, INC.
Ref. Number: W97000009225

FILED
97 APR 24 PM 2: 11
TALLAHASSEE, FLORIDA

We have received your document for BIRD EMPORIUM OF FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 097A00020515

April 24, 1997

Freida Chesser
Department of State
DIVISION OF CORPORATIONS
409 E. Gaines Street
Tallahassee, FL 32399

FILED
97 APR 24 PM 2:11
TALLAHASSEE, FLORIDA

Re: Amended Articles of Incorporation for Bird Emporium of South Florida, Inc.


Dear Ms. Chesser:

Enclosed please find the Articles of Incorporation and Certificate of Designation for Registered Agent for the above referenced company. You already received a check in the amount of \$122.50 representing the filing fee to register same. Please forward a copy of the recorded documents to the following address:

Gary Feder, Esq.
Feder & Dunn, P.A.
320 SE 9th Street
Ft. Lauderdale, FL 33316

Thank you in advance for your immediate attention to this matter. If you should have any questions, please do not hesitate to contact our offices at 954-766-2550.

Sincerely,



Gary Feder, Esq.

**ARTICLES OF INCORPORATION
OF
BIRD EMPORIUM OF SOUTH FLORIDA, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Bird Emporium of South Florida, Inc.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1000 shares. All such shares shall be of a single class, designated as common with a par value of \$1.00.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

ARTICLE V

The corporation elects to have preemptive rights.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including

an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be set by the bylaws of the corporation.

ARTICLE X

The initial registered agent of the corporation is Gary Feder, Esq. The street address of the corporation's initial registered office is Feder & Dunn, P.A., 320 SE 9th Street, Ft. Lauderdale, FL 33316.

ARTICLE XI

The principal place of business and mailing address of this corporation shall be:

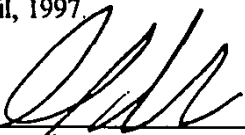
Bird Emporium of South Florida, Inc.
120 NE 163rd Street
N. Miami Beach, FL 33162

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is

Gary Feder, Esq.
Feder & Dunn, P.A.
320 SE 9th Street
Ft. Lauderdale, FL 33316

The undersigned incorporator has executed these Articles of Incorporation this 24 day of April, 1997.



Gary Feder, Esq., Incorporator


**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of sections 607-0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office in the State of Florida.

The name of the corporation is Bird Emporium of South Florida, Inc..

The name and address of the registered agent and office is:

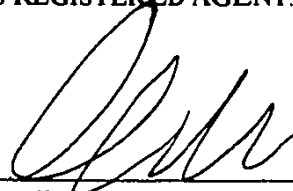
Gary Feder, Esq.
Feder & Dunn, P.A.
320 SE 9th Street
Ft. Lauderdale, FL 33316



Gary Feder, Esq., Incorporator / Date

FILED
97 APR 21 PM 2:11
TALLAHASSEE, FLORIDA
4/24/97

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT TO AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.



Gary Feder, Esq.

Date: _____

4/24/97