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HOWARD R. WOMELDORPH, JR., CPA
6489 PARKLAND DRIVE
SARASOTA, FLORIDA 34243

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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FILED
97 JUL 21 AM 11: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CREATIVE BIRDCAGES INTERNATIONAL, INC.

FILED

97 JUL 21 AM 11: 58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are made and subscribed for the purposes of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I - NAME AND PRINCIPAL ADDRESS

The name of this corporation is:

CREATIVE BIRDCAGES INTERNATIONAL, INC.

The principal address of the corporation is:

6447 Egret Lane, # 41A

Bradenton, Florida 34210

ARTICLE II - PURPOSE

This corporation is organized for the purposes of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one million (1,000,000) shares of common stock, par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6447 Egret Lane, # 41 A, Bradenton, Florida 34210 and the name of the initial registered agent is **HECTOR FERNANDEZ**.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be:

HECTOR FERNANDEZ

Address: 6447 Egret Lane, # 41A

Bradenton, Florida 34210

ARTICLE VI - RESTRICTIONS ON MEMBERSHIP TO BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII - INCORPORATION

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

HECTOR FERNANDEZ

6447 Egret Lane, # 41A

Bradenton, Florida 34210

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the shareholders, and except to the extent limited by the shareholders, in the Board of Directors.

ARTICLE IX - DURATION

The existence of this corporation shall commence on the date of filing these Articles, and shall be perpetual.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, 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 18th day of July, 1997.

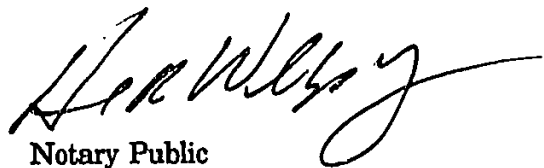


HECTOR FERNANDEZ
Incorporator

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this 18th day of July, 1997, before me, an officer duly authorized and acting, personally appeared HECTOR FERNANDEZ, to me known and known to me, or who has produced _____ as identification to be the individual described in and who executed the foregoing instrument and acknowledged then and there before me that he executed said instrument.

WITNESS MY HAND and official seal in the County and State aforesaid this day and year listed above written.



Notary Public
My commission expires:



Howard R. Womaldorph, Jr.
COMMISSION # CC 468508
EXPIRES JUL 2, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**


In pursuant of Chapter 48.091, Florida Statutes, the following is submitted
in compliance with said Act:

First - That CREATIVE BIRDCAGES INTERNATIONAL, INC. desiring to
organize under the laws of the State of Florida with its principal office as indicated
in the Articles of Incorporation at city of Bradenton, County of Manatee, State of
Florida has named HECTOR FERNANDEZ located at 6447 Egret Lane, # 41A, City
of Bradenton, County of Manatee, State of Florida, as its agent to accept service
process within this state.

ACKNOWLEDGMENT:

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

By:



HECTOR FERNANDEZ
Registered Agent

**STATE OF FLORIDA
COUNTY OF MANATEE**

I HEREBY CERTIFY that on this 18th day of July, 1997, before me, an officer
duly authorized and acting, personally appeared HECTOR FERNANDEZ, to me
known and known to me, or who has produced _____ as
identification to be the individual described in and who executed the foregoing
instrument and acknowledged then and there before me that he executed said
instrument.

WITNESS MY HAND and official seal in the County and State aforesaid this
the day and year last aforementioned.

FILED

97 JUL 21 AM 11: 58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Notary Public
My commission expires:



Howard R. Worekorph, Jr.
COMMISSION # CC 458500
EXPIRES JUL 2, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.