



THE UNITED STATES
CORPORATION
COMPANY

P97000108949

ACCOUNT NO. : 072100000032

REFERENCE : 652284 10258A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 30, 1997

ORDER TIME : 9:50 AM

ORDER NO. : 652284-005

CUSTOMER NO: 10258A

CUSTOMER: Dennis S. Silver, Esq
DENNIS S. SILVER, ESQ

Suite B
2250 Gulf Gate Drive
Sarasota, FL 34231

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-12/30/97-01049-019
*****70.00 *****70.00

DOMESTIC FILING

NAME: WILD BIRDS UNLIMITED OF
SARASOTA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS: _____

EFFECTIVE DATE

1-1-98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 30 PM 4:24

RECEIVED
97 DEC 30 AM 10:51
DIVISION OF CORPORATIONS

12-31-97
WJS

ARTICLES OF INCORPORATION
OF
WILD BIRDS UNLIMITED OF SARASOTA, INC.

FILED
SECRETARY OF CORPORATIONS
91 DEC 30 PM 4:24

ARTICLE I: NAME

The name of this corporation is Wild Birds Unlimited of Sarasota, Inc.

ARTICLE II: TERM

This corporation shall commence on the 1st day of January, 1998, and shall exist perpetually or until legally dissolved.

ARTICLE III: PURPOSE

This corporation is organized for the following purposes:

- A. To operate one or more Wild Birds Unlimited franchises.
- B. To sell, assign, lease and deal in real and personal property, in every name and nature.
- C. To buy, sell, trade, lease to and from others, construct and build all kinds of buildings, houses, condominium or cooperative apartments, stores, offices, warehouses, shops, factories, machinery and plants, and any and all business relating thereto.
- D. To engage in conducting any or all lawful business, and doing all acts and things as are incidental to the foregoing purposes or necessary or convenient to carry on the business of the corporation or to effect or promote the purposes for which the corporation is formed.

EFFECTIVE DATE
1-1-98

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock. The transfer or issuance of any stock of the corporation, or the sale or transfer of any interest in the franchise, is restricted by the terms of the franchise agreement between the franchisee corporation and Wild Birds Unlimited, Inc.

ARTICLE V: INITIAL BUSINESS OFFICE

The street address of the initial business office of this corporation is 7382 S. Tamiami Tr., Sarasota, Florida, 34231, and the mailing address is the same.

ARTICLE VI: INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation is Dennis S. Silver, Esquire, 2250 Gulf Gate Drive, Suite B, Sarasota, Florida, 34231.

ARTICLE VII: INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation is Dennis S. Silver, Esquire, whose address is 2250 Gulf Gate Drive, Suite B, Sarasota, Florida, 34231.

ARTICLE VIII: DIRECTORS

This corporation shall have no directors initially.

ARTICLE IX: MANAGEMENT OF CORPORATION

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the officers of this corporation.

ARTICLE X: INCORPORATORS

The names and address of the persons signing these Articles are Trent M. Woods and Kay D. Woods, 7382 S. Tamiami Tr., Sarasota, Florida, 34231.

ARTICLE XI: OFFICERS

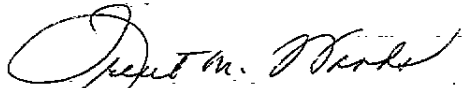
The names and addresses of the initial officers of the corporation, who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:


Trent M. Woods, whose address is 7382 S. Tamiami Tr., Sarasota, Florida, 34231, shall serve as President, and Kay D. Woods, whose address is , 7382 S. Tamiami Tr., Sarasota, Florida, 34231, shall serve as Secretary and Treasurer.

ARTICLE XII: 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 subscribers have executed these Articles of Incorporation this 29 day of December, 1997.


Trent M. Woods
Incorporator


Kay D. Woods
Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 30 PM 4:24

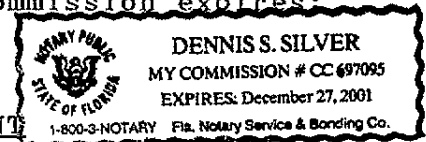
STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 29 day of December, 1997, by Trent M. Woods and Kay D. Woods, who produced Florida drivers' licenses as identification.

NOTARY PUBLIC:



Dennis S. Silver
My commission expires:



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.


Dennis S. Silver