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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: SHADOWS, INC.

AUDIT NUMBER.....H98000004231

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE
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March 4, 1998

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SUBJECT: SHADOWS, INC.
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Sharon Tala
Document Specialist Supervisor

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ARTICLES OF INCORPORATION
OF
B-D BAR, INC.

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

ARTICLE I - NAME

The name of this Corporation is: **B-D BAR, INC.**

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of this Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of Stock of this Corporation shall consist of only one class. The number of shares of Stock that this Corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of Common Stock having a par value of \$0.00 per share.

Jerome S. Levin, Esq.
Levin and Tannenbaum, P.A.
1680 Fruitville Road, Suite 102
Sarasota, Florida 34236
Phone: (941) 316-0111
Florida Bar Number 213594

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ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 2264 Gulf Gate Drive, Sarasota, Florida 34236.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is Levin and Tannenbaum, 1680 Fruitville Road, Sarasota, Florida 34236, and the registered agent at such office is Jerry Levin.

ARTICLE VII - DIRECTORS

This Corporation shall have three (2) directors initially. The number of Directors may be modified from time to time by by-laws adopted by the Shareholders. The name and street address of the sole member of the first Board of Directors are:

William H. Ward
2264 Gulfgate Drive
Sarasota, Florida 34231

Desiree A. Ward
2264 Gulfgate Drive
Sarasota, Florida 34231

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the shareholders and approved at a Shareholders Meeting by a majority of the Stock entitled to vote thereon.

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ARTICLE IX - INCORPORATORS

The name and street address of the Incorporator to these Articles of Incorporation is as follows:

William H. Ward
2264 Gulfgate Drive
Sarasota, Florida 34231

The undersigned executed these Articles of Incorporation this 3rd day of March,
1998.

A handwritten signature in dark ink, appearing to read 'William H. Ward', written over a horizontal line.

William H. Ward
"INCORPORATOR"

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Having been named Registered Agent to accept service of process for B-D BAR, INC. at the registered office designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Jerry Levin
Registered Agent

Date: March 3, 1997

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