

P98000049844

TRANSMITTAL LETTER

May 22, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: BIRD BRAINS, Inc.
Proposed Corporate Name

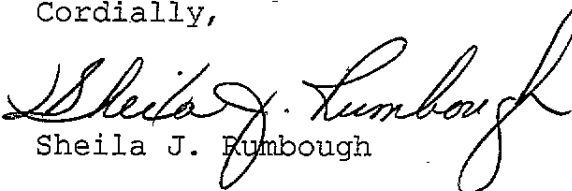
Enclosed please find one original and one copy of the articles of incorporation and certificate of designation for registered agent/registered office for the above corporation. The filing fee of \$78.75 is enclosed. A certified copy is not requested at this time. Please use the copy herein, as file/return copy. Also please forward a certificate of status.

FROM: Sheila J. Rumbough
Incorporator
BIRD BRAINS, Inc.
2369 Oak Park Way
Orlando, FL 32822

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*****78.75 *****78.75

Thank you for your prompt attention to the filing and creation of this new entity.

Cordially,


Sheila J. Rumbough

ENCLOSURES

FILED
98 JUN - 1 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

980-498

**Articles of Incorporation
for
BIRD BRAINS, Inc.**

FILED
98 JUN -1 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is: **BIRD BRAINS, Inc.**

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in the business of **developing and selling pet birds and accessory related products thereto**, and other contractual related services, along with any and all other business permitted under the laws of the United States of America and the great state of Florida. **This Corporation shall always maintain a 51% (percent) ownership by females. This ownership requirement is inserted herein not for the purposes of any discrimination or bias, but to legally insure that the business will always operate under any required Minority Owned and Operational provisions under permissible state and federal laws.**

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 100,000 shares of common stock having par value of at least \$1.00 per share. Par value may be issued only for consideration having a value, in the judgment of the board of directors, at least equivalent to the full par value of the stock to be issued. No par shares may be issued only for such consideration as is determined by the board of directors. All shares issued shall be fully paid and nonassessable.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these articles with the Secretary of State for the State of Florida.

ARTICLE V. INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Ms. Sheila J. Rumbough
2369 Oak Park Way
Orlando, FL 32822
(407) 281-7430

The board of directors from time to time may move the Registered Office to any other address in the state of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders and board of directors, but shall never be less than one.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The name, address and telephone numbers of the initial board of director of this corporation is:

- (1) Ms. Sheila J. Rumbough
2369 Oak Park Way
Orlando, FL 32822
(407) 281-7430
- (2) Mr. Rafael Aguayo
2369 Oak Park Way
Orlando, FL 32822
(407) 281-7430

The person named as initial director shall hold office for the first year of existence of this corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these articles of incorporation as the incorporator is:

Ms. Sheila J. Rumbough
2369 Oak Park Way
Orlando, FL 32822
(407) 281-7430

ARTICLE IX. PRINCIPAL OFFICE

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

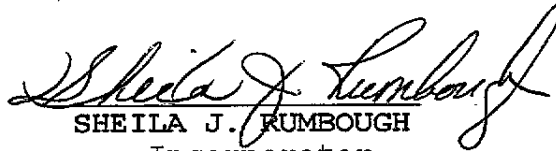
2369 Oak Park Way, Orlando, FL 32822

ARTICLE X. AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ATTESTATION

IN WITNESS WHEREOF, the undersigned, as Incorporator for BIRD BRAINS, Inc., has executed the foregoing Articles of Incorporation on May 22, 1998.


SHEILA J. RUMBOUGH
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE

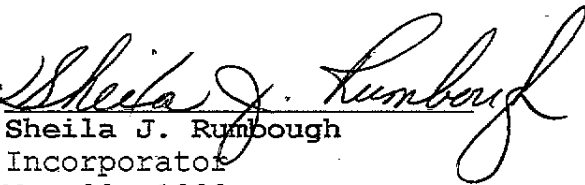
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is BIRD BRAINS, Inc.

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

Ms. Sheila J. Rumbough
2369 Oak Park Way
Orlando, FL 32822
(407) 281-7430

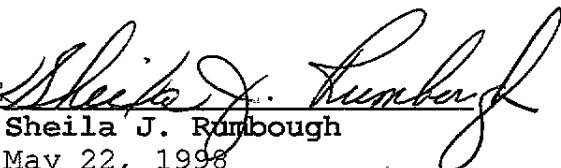
SIGNATURE


Sheila J. Rumbough
Incorporator
May 22, 1998

FILED
98 JUN - 1 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


Sheila J. Rumbough
May 22, 1998