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January 8, 1999

Florida Department of State  
Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

500002739725--1  
-01/13/99--01055--006  
\*\*\*122.50 \*\*\*\*\*78.75

RE: BYE-BYE BIRDIE, INC.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above-named corporation.

After it has been filed of record, please return the certified copy to this office.

Enclosed is a check in the amount of \$122.50 to cover the following costs:

|                              |                  |
|------------------------------|------------------|
| Filing Fees                  | \$ 35.00         |
| Certified Copy               | 52.50            |
| Registered Agent Designation | <u>35.00</u>     |
|                              | <u>\$ 122.50</u> |

FILED  
99 JAN 13 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Thank you for your attention to this matter.

Very truly yours,

John D. O'Donnell

JOHN D. O'DONNELL

JDO:do

enc.

CB  
1-15-99  
6

# ARTICLES OF INCORPORATION

of

## BYE-BYE BIRDIE, INC.

The undersigned subscribers of these Articles of Incorporation, each a natural person to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

### ARTICLE I

The name of the corporation is: **BYE-BYE BIRDIE, INC.**

### ARTICLE II

The general nature of the business to be transacted by this corporation is: to manufacture, purchase, sell, assign, transfer, or otherwise dispose of, and invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph or cemetery company, a building and loan association, mutual fire insurance association, fraternal benefit society, state fair or exposition.

### ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any one time is: 1,000 shares/par value \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

**FILED**  
99 JAN 13 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE IV

The amount of capital with which this corporation will begin business is not less than \$500.00.

#### ARTICLE V

This corporation is to exist perpetually.

#### ARTICLE VI

Pursuant to 607.034, Florida Statutes, the registered office of this corporation in the State of Florida shall be: 6291 S.W. 188 Avenue, Fort Lauderdale, FL 33325. The registered agent in the State of Florida shall be ANTONIA NORRIS, whose business address is: 6291 S.W. 188 Avenue, Fort Lauderdale, Florida 33325.

The above is also the mailing address.

#### ARTICLE VII

This corporation shall have one (1) director, initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders.

#### ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors, the President, Vice President and Secretary-Treasurer are:

| <u>NAME</u>    | <u>ADDRESS</u>                                   | <u>OFFICE</u>   |
|----------------|--|---|
| ANTONIA NORRIS | 6291 S.W. 188 Avenue<br>Ft. Lauderdale, FL 33325 | President<br>Vice President<br>Secretary<br>Treasurer<br>Director |

### ARTICLE IX

The names and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration is:

| <u>NAME</u>    | <u>ADDRESS</u>                                   | <u>NO. OF<br/>SHARES</u> | <u>CONSID-<br/>ERATION</u> |
|----------------|--|--------------------------|----------------------------|
| ANTONIA NORRIS | 6291 S.W. 188 Avenue<br>Ft. Lauderdale, FL 33325 | 500                      | \$500.00                   |

In accordance with Florida Statutes 613.26, it is expressly provided herein that the shareholders of this corporation shall have pre-emptive rights in any new stock of the same kind, class or series as that which they already hold and they shall have the right to purchase their pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, which price, in the case of par value shares, may be in excess of par.

### ARTICLE X

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 the stockholders meeting by the majority of the stockholders entitled to vote thereon.

ARTICLE XI

It is the intention of this Charter that the directors shall sell the capital stock of this corporation in accordance with the conditions of Section 1242 - 1244, inclusive, of the Internal Revenue Code.

Antonia Norris (SEAL)

\_\_\_\_\_ (SEAL)

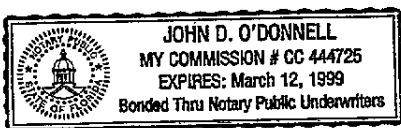
\_\_\_\_\_ (SEAL)

STATE OF FLORIDA     )  
                                  SS  
COUNTY OF BROWARD )

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared: ANTONIA NORRIS, \_\_\_\_\_, and \_\_\_\_\_, ☒ personally known to me, or ☐ produced identification \_\_\_\_\_ and who executed the foregoing Articles of Incorporation for the purposes therein designated.

WITNESS my hand and seal this 7<sup>th</sup> day of ~~December, 1998~~ January, 1999.

My Commission Expires:



John D. O'Donnell  
Notary Public

JOHN D. O'DONNELL  
Notary Public Printed Name

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

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

FIRST: That BYE-BYE BIRDIE, INC. desiring to organize under the laws of the State of  
Florida with its principal office, as indicated in the Articles of Incorporation at the City of Fort  
Lauderdale, County of Broward, State of Florida, has named ANTONIA NORRIS, 6291 S.W. 188  
Avenue, City of Fort Lauderdale, County of Broward, State of Florida, zip code 33325, as its registered  
agent to accept service of process within this State.

ACKNOWLEDGMENT; (Must be signed by designated agent)

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.

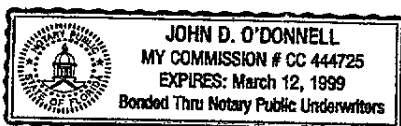
Antonia Norris  
(Registered Agent)

STATE OF FLORIDA     )  
                                  SS  
COUNTY OF BROWARD   )

I HEREBY CERTIFY that on this day personally appeared before me the undersigned authority,  
ANTONIA NORRIS, well known to me to be the person described in and who executed the foregoing  
instrument, and she acknowledged before me that she executed as her free and voluntary act and deed for  
the use and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this  
7th day of ~~December, 1998~~ January, 1999.

My Commission Expires:



John D. O'Donnell  
Notary Public

JOHN D. O'DONNELL  
Notary Printed Name

FILED  
99 JAN 13 AM 10:56  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE