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RALPH RICHARDS (1893-1980)  
JOHN D. FITE  
JOHN E. SLAUGHTER, JR.  
EMIL G. PRATESI  
R. CARLTON WARD  
CYNTHIA I. RICE  
THEO J. KARAPHILLIS

May 5, 1999

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
20th Floor  
Tallahassee, Florida 32301

Re: 3 BYRDS, INC.

Gentlemen:

Enclosed for filing in your office are Articles of Incorporation and designation of Registered Agent for the above-captioned corporation.

We enclose herewith a check payable to your order in the amount of \$78.75 to cover the following:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Fee	<u>35.00</u>
	\$ 78.75

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

The location of the principal office for the Registered Agent is 1253 Park Street, Clearwater, Florida, 33756.

Please forward the certified copy of the Articles to this office.

Very truly yours,

R. Carlton Ward

RCW/pb  
Encl,

FILED  
99 MAY 11 AM 7:43  
DIV OF STATE  
TALLAHASSEE, FLORIDA

CB  
5149  
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ARTICLES OF INCORPORATION  
OF  
3 BYRDS, INC.

**FILED**  
99 MAY 11 AM 7:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I.

NAME

The name of this corporation shall be 3 Byrds, Inc.

II.

PURPOSE

This corporation is organized to engage in any activity of business permitted under the laws of the United States or of this State.

III.

TERM OF EXISTENCE

This corporation shall begin existence as of the date of filing and shall exist perpetually.

IV.

CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of \$1.00 par value.

V.

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his 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.

VI.

ADDRESS

The address of the corporation is: 1208 So. Myrtle Avenue, Clearwater, Florida, 33756.

VII.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1253 Park Street, Clearwater, Florida, 33756, and

the name of the initial registered agent of this corporation at that address is R. Carlton Ward.

VIII.

INCORPORATOR

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

R. Carlton Ward, Esquire  
1253 Park Street  
Clearwater, Florida 33756.

IX.

INDEMNIFICATION

The corporation shall indemnify any officer or director, of any former officer or director, to the full extent permitted by law.

X.

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, 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 5 day of May, 1999.

  
R. CARLTON WARD

RCW/pb

f:realest/corp2/artincor.byr

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR 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 3 BYRDS, 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 Clearwater, County of Pinellas, State of Florida, has named R. CARLTON WARD located at 1253 Park Street, Clearwater, Florida, 33756, City of Clearwater, County of Pinellas, State of Florida, as its 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.

By: 

R. Carlton Ward  
Registered Agent

**FILED**  
99 MAY 11 AM 7:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA