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July 13, 1999

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*****70.00 *****70.00

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

Subject: BARBARA VOGELSONG, INC.
Proposed Corporation Name

Enclosed is an original and one copy of the Articles of Incorporation, a designation of registered agent, and a check for \$70.00, broken down as follows:

Filing of New Corporation	\$ 35.00
Registered Agent Designation	\$ 35.00
Total:	\$ 70.00

From: BARBARA VOGELSONG
5250 6th Avenue North
St. Petersburg, FL 33710

FILED
99 JUL 19 PM 3:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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7-20-99
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99 JUL 19 PM 3:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
BARBARA VOGELSONG, INC.

The undersigned acting as incorporators of a corporation under the Florida General corporation Act, adopt the following articles of Incorporation for such corporation:

ARTICLE I

The name and address of the corporation is:

BARBARA VOGELSONG, INC.
5250 6th Avenue North
St. Petersburg, FL 33710

ARTICLE II

This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 50 shares of common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE IV

The period of duration of the corporation is perpetual.

ARTICLE V

The name and address in this state of the corporation's initial agent for service of process is:

BARBARA VOGELSONG
5250 6th Avenue North
St. Petersburg, FL 33710

ARTICLE VI

This corporation shall have one (1) one Director initially. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the shareholders in accordance with the By-Laws of this corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The Directors may authorize and require the payment of meetings of the Directors. Nothing in this Article shall be construed to preclude the Directors from serving the corporation in any other capacity an receiving compensation therefor.

ARTICLE VII

The name and addresses of the Director of this corporation is:

BARBARA VOGELSONG
5250 6th Avenue North
St. Petersburg, FL 33710

ARTICLE VIII

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

BARBARA VOGELSONG
5250 6th Avenue North
St. Petersburg, FL 33710

ARTICLE IX

Stock Certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this corporation.

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 at the shareholders meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, THE UNDERSIGNED does set his hand and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 14 day of July, 1999.

Barbara Vogelsong
BARBARA VOGELSONG

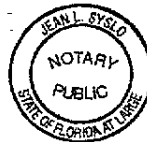
STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared BARBARA VOGELSONG, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, in said County and State this 14th day of July, 1999.

Jean L. Syslo
Notary Public
STATE OF FLORIDA

My Commission Expires: 10-30-2001



JEAN L. SYSLO
Notary Public - State of Florida
My Commission Expires: 10-30-2001
Commission Number: CC 672436

FILED
99 JUL 19 PM 3:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT
FOR THE SERVICE OF PROCESS WITHIN THIS STATE

Pursuant to Chapter 48, Florida Statutes, the following is submitted, in compliance with said act:

BARBARA YOGELSONG, INC., desiring to organize as a corporation under the laws of the State of Florida with its registered office at 5250 6th Avenue North, St. Petersburg, FL 33710, has named BARBARA VOGELSONG, located at the above registered office as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 offices.

By: Barbara Vogel song
BARBARA VOGELSONG
Registered Agent

Date: 7-14-99