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ACCOUNT NO. : 072100000032

REFERENCE : 490732 7198354

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : November 22, 1999

ORDER TIME : 10:58 AM

ORDER NO. : 490732-005

000003053220--4

CUSTOMER NO: 7198354

CUSTOMER: Mr. Terry M. Clower
WORTH AVENUE BIRDS, INC.
WORTH AVENUE BIRDS, INC.
6832 Wilson Road

West Palm Beach, FL 33413

DOMESTIC FILING

NAME: WORTH AVENUE BIRDS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 23 PM 3:07

RECEIVED
99 NOV 23 PM 11:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 23 PM 3:07

ARTICLES OF INCORPORATION
OF

WORTH AVENUE BIRDS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

WORTH AVENUE BIRDS, INC.

The address of the principal office of this corporation shall be 6832 Wilson Road, West Palm Beach, Florida 33413, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Terry M. Clower	6832 Wilson Road West Palm Beach, FL 33413
Enrique Fernandez	12401 SW 43rd Street, Miami, FL 33175
Michael Bailiff	6832 Wilson Road West Palm Beach, FL 33413

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 NOV 23 PM 3:07

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805

The undersigned incorporator has executed these
Articles of Incorporation on November 23, 1999 .

Laura R. Dunlap
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

Authorized Service Representative
Corporation Service Company

HAD/JANNA WILSON