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ACCOUNT NO. : 072100000032  
REFERENCE : 606417 8953A  
AUTHORIZATION :  
COST LIMIT : \$ PPD

ORDER DATE : November 19, 1997  
ORDER TIME : 11:49 AM  
ORDER NO. : 606417-005  
CUSTOMER NO: 8953A

CUSTOMER: Karen Sullivan, Esq  
FERDINAND & SULLIVAN, P.A.

700002352007--8  
-11/19/97--01073-013  
\*\*\*\*122.50 \*\*\*\*122.50

Suite 910  
100 West Cypress Creek Road  
Ft. Lauderdale, FL 33309

DOMESTIC FILING

NAME: FABU, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

INITIALS:  
DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE

FILED  
97 NOV 19 AM 9:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dmc  
11/20/97

97 NOV 19 PM 1:14

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ARTICLES OF INCORPORATION  
OF  
FABU, 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:

FABU, INC.

The address of the principal office of the corporation shall be and the mailing address of the corporation shall be 1855 Griffin Road, Ste. B-336, Dania, Florida 33004.

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 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1855 Griffin Road, Ste. B-336, Dania, Florida 33004, and the name of the initial registered agent of the corporation at that address is Peter Mandel.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

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This corporation elects to have preemptive rights.

ARTICLE VII. DIRECTORS

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

Peter Mandel  
1855 Griffin Road, Ste. B-336  
Dania, Florida 33004

ARTICLE VIII. INCORPORATOR

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

Ferdinand & Sullivan, P.A.  
100 W. Cypress Creek Rd., Suite 910  
Fort Lauderdale, FL 33309

IN WITNESS WHEREOF, the undersigned agent of Ferdinand & Sullivan, P.A., has hereunto set her hand and seal of Ferdinand & Sullivan, P.A., on this 18th day of November, 1997.

FERDINAND & SULLIVAN, P.A.

By: Karen Sullivan  
Karen M. Sullivan, President

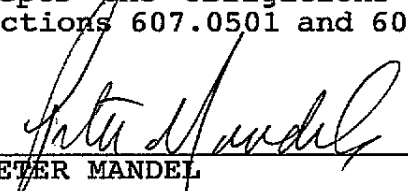
ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

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Peter Mandel, 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 Sections 607.0501 and 607.0505, Florida Statutes.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
\_\_\_\_\_  
PETER MANDEL

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