

P98000034674

Michael I. Santucci
ATTORNEY AT LAW

CORRESPONDING OFFICE

500 Maidland Avenue
Suite 315
Maidland, Florida 32751

2455 East Sunrise Boulevard Suite 410 Fort Lauderdale, Florida 33304

http://www.msantucci.com PH 954 561 0001 FX. 954.561.3311

CORRESPONDING OFFICE

One Gateway Center
Suite 2600
Newark, New Jersey 07102

April 3, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 15 AM 11:09

TRANSMITTAL LETTER

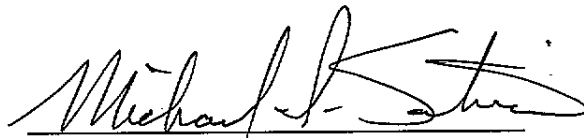
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-04/15/98--01003--024
*****70.00 *****70.00

SUBJECT: FELA MERCHANDISING, INC.

Kindly find enclosed the original Articles of Incorporation for FELA MERCHANDISING, INC. along with a check in the amount of \$70.00 for filing fee and designation of registered agent. Also enclosed is a photocopy of the Articles of Incorporation, please return this to my office along with the filing date stamped on it.

Thank you,


MICHAEL I. SANTUCCI, ESQ.

Prepared by:
Michael I. Santucci, Esq.
2455 East Sunrise Blvd., Suite 410
Fort Lauderdale, FL 33304
Telephone: (954) 561-0001
Florida Bar No. 0105260

5/ 4/16
W98-7793



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 8, 1998

MICHAEL I. SANTUCCI, ESQ.
2455 E. SUNRISE BLVD., STE. 410
FT. LAUDERDALE, FL 33304

SUBJECT: FELA MERCHANDISING, INC.
Ref. Number: W98000007793

We have received your document for FELA MERCHANDISING, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 698A00018552

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **Fela Merchandising, Inc.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

507 19th Street
Orlando, FL 32805

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred (100) Shares

ARTICLE IV PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

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ARTICLE V RESTRICTIONS ON TRANSFER OF SHARES

No shares shall be issued or transferred without the express approval of the board of directors.

ARTICLE VI BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be two (2), and the name and address of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Fernando Rey
1041 South Hiawassee Road
No.: 3023
Orlando, FL 32835

Lucia Amparo Rey
1041 South Hiawassee Road
No.: 3023
Orlando, FL 32835

ARTICLE VII INITIAL REGISTERED AGENT/ADDRESS

The name and address of the initial registered agent is:

Michael I. Santucci, Esquire
2455 East Sunrise Boulevard
Suite 410
Fort Lauderdale, FL 33304

Prepared by:

Michael I. Santucci, Esq.
2455 East Sunrise Blvd., Suite 410
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Florida Bar No. 0105260

ARTICLE VIII INCORPORATOR

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

Incorporation is:

Fernando Rey
1041 South Hiawassee Road
No.: 3023
Orlando, FL 32835

The undersigned incorporator has executed these Articles of Incorporation

this 31 day of March, 1998.


FERNANDO REY

Prepared by:
Michael I. Santucci, Esq.
2455 East Sunrise Blvd., Suite 410
Fort Lauderdale, FL 33304
Telephone: (954) 561-0001
Florida Bar No. 0105260

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

PURSUANT TO FL. STAT. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **Fela Merchandising, Inc.**
2. The name and address of the registered agent is:

Michael I. Santucci, Esquire
INTERNATIONAL BUILDING
2455 East Sunrise Boulevard
Suite 410
Fort Lauderdale, FL 33304

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HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

4/3/98
DATE


MICHAEL I. SANTUCCI, ESQ.

Prepared by:
Michael I. Santucci, Esq.
2455 East Sunrise Blvd., Suite 410
Fort Lauderdale, FL 33304
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Florida Bar No.