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OFFICES  
PETERS, ROBERTSON, LAX, PARSONS, WEAVER, MOWERS & PARSAR  
PROFESSIONAL ASSOCIATION  
FOUNDED IN 1926

25 S.E. SECOND AVENUE  
SUITE 600  
INGRAHAM BUILDING  
MIAMI, FLORIDA 33131-1691  
DADE: (305) 374-3103  
FACSIMILE: (305) 377-9805

1342 COLONIAL BOULEVARD  
SUITE 45  
KEY WEST PROFESSIONAL CENTRE  
FORT MYERS, FLORIDA 33907-1012  
TELEPHONE: (941) 936-1129  
FACSIMILE: (941) 936-4036

PLEASE REPLY TO:

600 SOUTH ANDREWS AVENUE  
SUITE 405  
COLONIAL BANK BUILDING  
FORT LAUDERDALE, FLORIDA 33301-2802  
TELEPHONE: (954) 761-8999  
FACSIMILE: (954) 761-8990

MIAMI OFFICE

301 CLEMATIS STREET  
SUITE 3000  
GALLERIA INTERNATIONAL BUILDING  
WEST PALM BEACH, FLORIDA 33401-4381  
PALM BEACH: (561) 832-9698  
FACSIMILE: (561) 832-8355

October 27, 1997

JACKSON L. PETERS  
Of Counsel

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-10/29/97--01006--004  
\*\*\*\*122.50 \*\*\*\*122.50

Re: New Corporation Filing - Cartcafe, Inc.

To whom it may concern:

Enclosed please find the original and one copy Articles of Incorporation for Cartcafe, Inc. Also enclosed is a check in the amount of \$122.50 representing:

Filing and Registered Agent Fees	\$ 70.00
Certification	<u>\$ 52.50</u>
Total	<u>\$122.50</u>

Please have the Articles of Incorporation filed and return the Certification in the self-addressed stamped envelope. Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

*Michael H. Lax*  
Michael H. Lax  
For the Firm

FILED  
97 OCT 29 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MHL/sea  
Enclosure

*Done*  
*10/28/97*

ARTICLES OF INCORPORATION  
OF  
CARTCAFE, INC.

FILED  
97 OCT 29 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
CORPORATE NAME

The name of the Corporation shall be: CARTCAFE, INC.

ARTICLE II  
DURATION

This corporation shall commence its existence upon the filing of these Articles.

ARTICLE III  
PURPOSE

The Corporation may engage in or transact any and all activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares").

ARTICLE 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 at the price at which it is offered to others.

ARTICLE VI  
PRINCIPAL OFFICE OF BUSINESS

The principal place of business of this corporation is: 10301 S.W. 90th Avenue, Miami, Florida 33176.

**ARTICLE VII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 25 S.E. Second Avenue, 600 Ingraham Building, Miami, Florida 33131, the name of the initial registered agent is MICHAEL H. LAX, ESQUIRE.

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name of the Director is:

**MICHAEL SINGER**  
Director

The address of the Director is:

10301 S.W. 90th Avenue  
Miami, Florida 33176

and

**ALAN DAVIS**  
Director

The address of the Director is:

11337 S.W. 85th Lane  
Miami, Florida 33173

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is MICHAEL SINGER. The Incorporator shall not be liable, in any form or fashion, for any acts or omissions of the Corporation.

**ARTICLE X**  
**BY-LAWS**

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

**ARTICLE XI**  
**AMENDMENTS**

This corporation reserves the right to amend or repeal any provision 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 has executed these Articles of Incorporation this 27th day of October, 1997.

  
MICHAEL SINGER  
Sole Incorporator

STATE OF FLORIDA     )  
                              )     SS:  
COUNTY OF DADE     )

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared MICHAEL SINGER, personally known to me or has produced \_\_\_\_\_ as identification, to be the person who, as Sole Incorporator, executed the foregoing Articles of Incorporation of On Top Productions, Inc. and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said County and State aforesaid, this 27th day of October, 1997.

  
Notary Public, State of Florida

My commission expires:

June 6, 1998



SYLVIA E. ARROYO  
My Commission CC379553  
Expires Jun. 06, 1998  
Bonded by HAI  
800-422-1555

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 27<sup>th</sup> DAY OF OCTOBER, 1997.

By: \_\_\_\_\_

*Michael H. Lax*  
MICHAEL H. LAX

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97 OCT 29 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA