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Seth D. Lubin, P.A.
ATTORNEY AT LAW

MAILING ADDRESS

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CORPORATE ADDRESS

6917 Collins Avenue
Miami Beach, Florida 33141

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

December 12, 2000

REF NUMBER: W0000028422
Fantasy Doctors.com, Inc.

Dear Sir/Madam:

Enclosed is a check in the sum of \$122.50 to cover your filing fee and cost of certified copy.

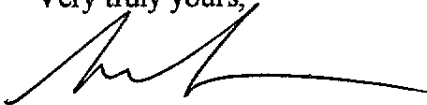
The Original Articles of Incorporation were forwarded to your office previously under separate cover.

Kindly forward the certified copy to this office at:

P.O. Box 822612
South Florida, FL 33082

Thank you for your kind attention.

Very truly yours,



Seth D. Lubin

SDL/nbw

FILED
2000 DEC 18 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
FANTASY DOCTORS.COM, INC.

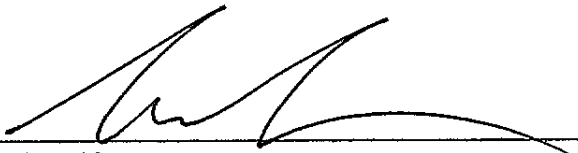
FILED
2000 DEC 18 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ARTICLE I.** The name of this corporation is FANTASY DOCTORS.COM, INC. operating at 820 N.E. 182 Terrace, North Miami Beach, FL 33162.
- ARTICLE II.** This corporation shall have perpetual existence, unless sooner dissolved according to law.
- ARTICLE III.** This corporation is organized for the following purpose: To engage in the transaction of any and all lawful business whatsoever.
- ARTICLE IV.** This corporation is authorized to issue One Thousand (1000) shares of common stock having a par value of \$1.00 per share.
- ARTICLE V.** The street address of the initial registered office of this corporation is: 820 N.E. 182 Terrace, North Miami Beach, FL 33162, and the name of the initial registered agent of this corporation at that address is Seth D. Lubin, Esquire.
- ARTICLE VI.** This Corporation shall have 2 Director(s) initially. The number of directors may be increased or diminished from time to time by By-Laws, but shall never be less than one. The names and addresses of the initial director of this Corporation is: Seth D. Lubin, P.O. Box 822612, South Florida, FL 33082, and Brad Brautman, 820 N.E. 182 Terrace, North Miami Beach, FL 33162.
- ARTICLE VII.** The name and street address of the person signing these Articles of Incorporation is: Seth D. Lubin, P.O. Box 822612, South Florida, FL 33082.
- ARTICLE VIII.** The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors.
- ARTICLE IX.** This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.
- ARTICLE X.** This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.
- ARTICLE XI.** 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 to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote on said issue, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on 7/14/00.

I AM HEREBY familiar with and accept the duties and responsibilities as Registered Agent for said corporation.




Seth Lubin
Subscriber and Registered Agent

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared Seth D. Lubin, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation on 7/14/00.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 7/14/00.



Notary Public at Large LUCY J. PEVERETT
State of Florida

My commission expires:

