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Florida Department of State
Division of Corporations
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To:

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FLORIDA PROFIT CORPORATION OR P.A.

CRAZY SAM'S, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 26, 2000

EMPIRE

SUBJECT: CRAZY SAM'S, INC.
REF: W00000030089

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The registered agent must sign accepting the designation.

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I

II

Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned shall have

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the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State and which now or hereafter may be authorized by law.

III

SHARES:

The authorized capital stock of this Corporation shall consist of: 1,000 shares of common stock, \$1.00 par value.

IV

EXISTENCE:

The Corporation shall have perpetual existence.

V

REGISTERED OFFICE AND REGISTERED AGENT:

The initial street address of the Corporation's initial registered office is 1320 Old Okeechobee Road, West Palm Beach, FL 33401. The initial Registered Agent for the Corporation is Anthony Sam Lazzara, located at the initial registered office address of the Corporation.

VI

DIRECTORS:

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified.

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VII

FIRST BOARD:

The following shall constitute the first Board of Directors of the Corporation:

<u>NAME</u>	<u>ADDRESS</u>
Anthony Sam Lazzara	1320 Old Okeechobee Road West Palm Beach, FL 33401

VIII

INCORPORATOR:

The name and address of the initial Incorporator of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Anthony Sam Lazzara	1320 Old Okeechobee Road West Palm Beach, FL 33401

IX

GENERAL PROVISIONS:

(a) The private property of the Stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

(b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(c) A Director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.


(d) The Corporation shall indemnify each Director and Officer of the Corporation against all or any portion of any

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expenses reasonably incurred by her in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an Officer or Director of the Corporation (whether or not he continues to be an Officer or Director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

SUBSCRIBED at Miami, Florida, this 26 day of Dec., 2000.


Anthony Sam Lazzara

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

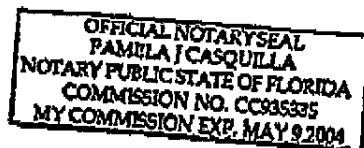
The foregoing instrument was acknowledged, sworn to and subscribed before me by Anthony Sam Lazzara, this 26 day of Dec., 2000.

My Commission Expires:



_____, NOTARY PUBLIC
PAMELA J. CASQUILLA
Commission/Serial Number (if any)

Personally Known X OR Produced Identification ____
Type of Identification: Driver's Lic. ____; Other: _____



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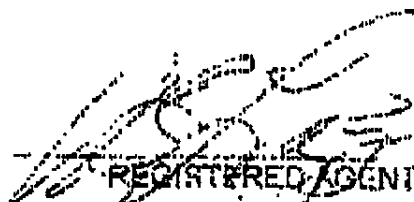
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CRAZY SAYS, INC.

(Name of Corporation)

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


REGISTERED AGENT

ANTHONY S. LAZZARA
1320 OLD OKEECHOBEE ROAD
WEST PALM BEACH, FL 33401

Anthony Sam Lazzara
1320 Old Okeechobee Road
West Palm Beach, FL 33401

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