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RICHARD S. PILLINGER

March 13, 2001

VIA AIRBORNE EXPRESS

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Attention: Wanda Cunningham

Re: Fansleeve, Inc.

300003853039--1
-03/15/01--01002--002
*****70.00 *****70.00

Dear Ms. Cunningham:

Enclosed is a check in the amount of \$70.00, representing the filing fee for the above corporation. The Articles of Incorporation were inadvertently sent without the enclosed check, and pursuant to your conversation of today with my secretary, Marlene, you are flagging and holding the Articles of Incorporation pending your receipt of this check.

Your assistance in this matter is greatly appreciated. As mentioned in our previous letter, please return the documents to my office in the Airborne Express envelope which was enclosed with that letter.

Very truly yours,

RICHARD S. PILLINGER, P.A.


RICHARD S. PILLINGER, ESQUIRE

RSP/mjh
Enclosure

FILED
01 MAR 14 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is Fansleeve, Inc.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:

3152 S.W. 147th Avenue
Davie, Florida 33330

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

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

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3300 University Drive, Suite 408, Coral Springs, Florida 33065, and the name of the initial registered agent of this corporation at that address is Richard S. Pillinger, P.A., a Florida corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall initially have two (2) directors to hold office until the first annual meeting of the stockholders and their successors shall have been elected and qualified, or until their resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the corporation.

The name and address of the initial Directors are:

Ronelle Jonaitis
3152 S.W. 147th Avenue
Davie, Florida 33330

Lila Sparks-Book
3152 S.W. 147th Avenue
Davie, Florida 33330

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Ronelle Jonaitis
3152 S.W. 147th Avenue
Davie, Florida 33330

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

The 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 Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: March 7, 2001.



Ronelle Jonaitis, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that Fansleeve, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Richard S. Pillinger, P.A., located at 3300 University Drive, Suite 408, Coral Springs, Florida 33065, as its agent to accept service of process within Florida.

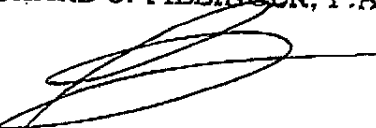
Dated: March 7, 2001.


Ronelle Jonaitis, Incorporator

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate. I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated : 3/14, 2001

RICHARD S. PILLINGER, P.A.

By: 
Richard S. Pillinger, Esq.

FILED
01 MAR 14 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA