

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.**ILLUSIONS SOUTH INCORPORATED**

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**ARTICLES OF INCORPORATION
OF
ILLUSIONS SOUTH INCORPORATED**

ARTICLE I - NAME

The name of this corporation is ILLUSIONS SOUTH INCORPORATED

ARTICLE II - PRINCIPAL ADDRESS

4465 SW 34th Terrace, Dania Beach, FL 33312

ARTICLE III - COMMENCEMENT

This corporation shall commence on the date of execution and acknowledgment of these Articles.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00, par value, common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4465 SW 34th Terrace, Dania Beach, FL 33312 and the name and address of the initial registered agent is TODD ROBERT PHILLIPS, 4465 Sw 34th Terrace, Dania Beach, FL 33312.

Prepared by:
Law offices of Gregory A. Ebenfeld, P.A.
Gregory A. Ebenfeld, Esq.
Florida Bar #0968005
9900 Stirling Road, Suite 208
Cooper City, Florida 33024

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two director initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws. The name and address of the initial director(s):

TODD ROBERT PHILLIPS - 4465 Sw 34th Terrace, Dania Beach, FL 33312.
MICHAEL FRANCO - 4465 Sw 34th Terrace, Dania Beach, FL 33312.

ARTICLE VIII - INCORPORATOR

The name and address of the person(s) signing these articles are:

TODD ROBERT PHILLIPS
4465 SW 34th Terrace, Dania Beach, FL 33312

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

ARTICLE X - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash or other property of any previously unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his or her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

Anything to be contrary contained in these articles of incorporation notwithstanding, if the Shareholders of this corporation shall so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the board of directors.

ARTICLE XII - INDEMNIFICATION

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

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ARTICLE XIII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

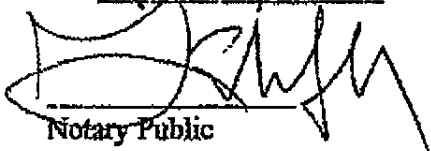
IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation this April 10, 2001.



TODD ROBERT PHILLIPS

STATE OF FLORIDA)
) SS.:
COUNTY OF BROWARD)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared TODD ROBERT PHILLIPS, personally known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed these ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this April 10, 2001.


Notary Public
my commission expires:

 Gregory Ebenfeld
My Commission CC849852
Expires June 15, 2001

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

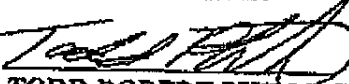
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT ILLUSIONS SOUTH INCORPORATED DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY DANIA BEACH,

ILLUSIONS SOUTH INCORPORATED HAS NAMED TODD ROBERT PHILLIPS, 4465 SW 34th Terrace, Dania Beach, FL 33312, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 
TODD ROBERT PHILLIPS

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, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 
TODD ROBERT PHILLIPS

DATE: Apr. 7 10, 2001

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