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ACCOUNT NO. : 072100000032

REFERENCE : 860772 7123958

AUTHORIZATION

Patricia Pajito

COST LIMIT : \$ 70.00

FILED
2001 OCT 29 PM 3:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : October 9, 2001

ORDER TIME : 1:58 PM

ORDER NO. : 860772-005

CUSTOMER NO: 7123958

CUSTOMER: Massimo Fantechi, Esq
Massimo Fantechi, Esq.

730 Fifth Avenue
Suite 900
New York, NY 10019

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: SPUN, INC.

EFFECTIVE DATE:

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XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX - PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

JR
10/29/01

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
SPUN, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SPUN, INC.

The address of the principal office of this corporation shall be 5300 Northwest 37th Avenue, Miami, Florida 33142, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 200 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 5300 Northwest 37th Avenue, Miami, Florida 33142, and the name of the initial registered agent of the corporation at that address is Mario Frati.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Mario Frati
Dir./Pres.

5300 Northwest 37th Avenue,
Miami, Florida 33142

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company, on October 19, 2001.

CORPORATION SERVICE COMPANY

By: _____



Laura R. Dunlap
as its agent

jkg

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2001 OCT 29 PM 3:02

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION**

Mario Frati, an individual residing in this state,
having a business office identical with the registered
office of the corporation named below, and having been
designated as the Registered Agent in the above and foregoing
Articles of Incorporation of:

SPUN, INC.

Mario Frati, is familiar with and accepts the
obligations of the position of Registered Agent under Section
607.0505, Florida Statutes.

By: _____

Typed Name: Mario Frati

jkg