

THE LAW FIRM OF
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*Of Counsel

January 14, 2002

Via Federal Express

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Incorporation of Tantalize, Inc.
My File No.: 7584.001

200004775142--3
-01/15/02--01037--004
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed for filing please find Articles of Incorporation of the above-referenced corporation, as well as a check in the amount of \$78.75 representing the filing fee. Please file the Articles of Incorporation and return a copy to me containing your "filed" stamp. A stamped, self-addressed envelope is enclosed for your convenience.

Should you have any questions in this regard, please do not hesitate to contact me. Thank you.

Very truly yours,

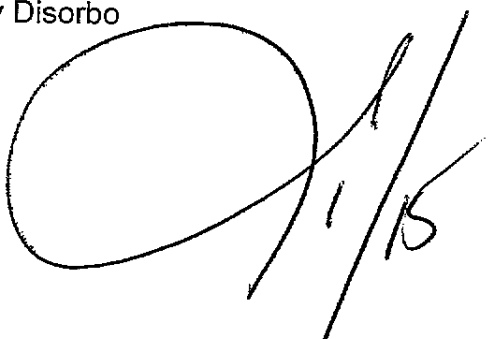

Steven C. Elkin
For the Firm

SCE/ajl

Enclosures

cc: Mr. Anthony Disorbo

FILED
02 JAN 15 AM 8:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Disorbo\7584.001\Dept of State ltr

7805 S.W. 6TH COURT • PLANTATION, FL 33324
BROWARD (954) 474-8000 • FAX (954) 474-9850

**ARTICLES OF INCORPORATION
OF
TANTALIZE, INC.**

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME**

The name of this Corporation is:

Tantalize, Inc.

**ARTICLE II
PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE III
CAPITAL STOCK**

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of this Corporation is:

11909 W. Sunrise Boulevard
Sunrise, FL 33323

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TALLAHASSEE FLORIDA

Prepared by:

Steven C. Elkin, Esq.
Bar No. 712566
Frank, Weinberg & Black, P.L.
7805 S.W. 6th Court
Plantation, FL 33324
(954) 474-8000

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

Mr. Anthony Disorbo
11909 W. Sunrise Boulevard
Sunrise, FL 33323

**ARTICLE VI
INCORPORATOR**

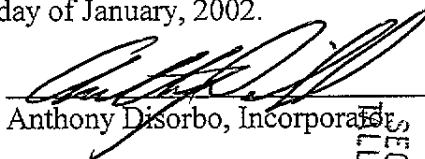
The name and street address of the Incorporator is:

Mr. Anthony Disorbo
11909 W. Sunrise Boulevard
Sunrise, FL 33323

**ARTICLE VII
AMENDMENT**

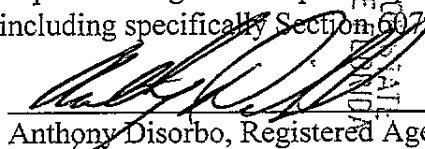
These Articles of Incorporation may only be amended by the Board of Directors (but only to the extent permitted by the Florida Business Corporations Act) or by the vote of shareholders holding a majority of the issued and outstanding common stock of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this 11 day of January, 2002.



Anthony Disorbo, Incorporator

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he/she is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.



Anthony Disorbo, Registered Agent

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TALLAHASSEE, FLORIDA