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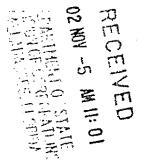
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VALIDATION ONLY

CORPORATION(S) NAME

Verifies

Acknowledgment

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Profit () NonProfit	() Amendment	() Merger
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() Reinstatement	() Reservation	() Change of Registered Agent
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ARTICLES OF INCORPORATION

WE THE UNDERSIGNED, hereby associate us together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

ARTICLE I. NAME

The name of this Corporation shall be:

FANTASTIC FLIES, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares off stock that this Corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) shares of common stock, of ONE DOLLAR (\$1.00) par value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this Corporation will begin business will not be less than ONE HUNDRED DOLLARS (\$100).

ARTICLE V. TERM OF EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI. ADDRESS

The initial street address in the State of the principal office of the Corporation shall be: 6881 HOOD STREET, HOLLYWOOD, FLORIDA 33024

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII. INITIAL BOARD_OF DIRECTORS

This Corporation shall have TWO Director(s) initially. The number of Directors may be either increased or diminished by the Bylaws adopted by the Shareholders but shall never be less than one. The name and address of the initial Director(s) of this Corporation:

JOHN TAMBOLES CAROLINA TAMBOLES
6881 HOOD STREET 6881 HOOD STREET
HOLLYWOOD, FLORIDA 33024 HOLLYWOOD, FLORIDA 33024

ARTICLE VIII. INCORPORATOR (S)

The names and addresses of the Incorporator(s):

JOHN TAMBOLES

6881 HOOD STREET

HOLLYWOOD, FLORIDA 33024

CAROLINA TAMBOLES

6881 HOOD STREET

HOLLYWOOD, FLORIDA 33024

ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and Shareholders.

ARTICLE X, AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholder subject to this reservation.

ARTICLE XI. SUB-CHAPTER S CORPORATION

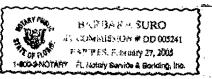
This Corporation may be a Sub-Chapter S Corporation, as defined by the Internal Revenue Code.

PRESIDENT: JOHN TAMBOLES

A.P. CAROLINA TAMBOLES

STATE OF FLORIDA COUNTY OF BROWARD

SWORN TO AND SUBSCRIBED BEFORE ME THIS 1 DAY OF NOVEMBER 2002



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ARTICLE XII. REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent JOHN TAMBOLES located at 6881 HOOD STRET, HOLLYWOOD, FLORIDA 33024 accepts this position as signed below:

JOHN TAMBOLES

The Registered Office will be located AT 6881 HOOD STREET, HOLLYWOOD, FLORIDA 33024

JOHN TAMBOLES