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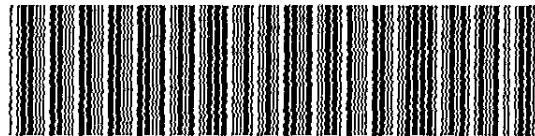
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03 AUG 22 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**FABULOUS FANS, INC.
1601 NOCATEE DRIVE
COCONUT GROVE, FLORIDA 33133**

August 13, 2003

SECRETARY OF STATE
CORPORATION DIVISION
STATE OF FLORIDA
TALLAHASSEE, FLORIDA 32304

RE: Fabulous Fans, Inc.
1601 Nocatee Drive
Coconut Grove, Florida 33133

Sir/Madam:

Enclosed herewith are the Articles of Incorporation together with a copy of said Articles for FABULOUS FANS, INC. and our check in the amount of \$87.50.

Respectfully Submitted:

A handwritten signature in cursive script, appearing to read "Cmccall", written in dark ink.

Cindy McCall
FABULOUS FANS, INC.

FILED

03 AUG 22 AM 11:17

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

FABULOUS FANS, INC.

The undersigned incorporator(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

FABULOUS FANS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE

The initial office will be:

1601 Nocatee Drive
Coconut Grove, Florida 33133

The principal office and the registered office 1601 Nocatee Drive, Coconut Grove, Florida 33133 are the same.

ARTICLE VI - INITIAL REGISTERED AGENT

The name and street address of the Initial Registered Agent of this corporation is:

Cindy McCall
1601 Nocatee Drive
Coconut Grove, Florida 33133

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial director(s) of the corporation are as follows:

Cindy McCall
1601 Nocatee Drive
Coconut Grove, Florida 33133

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation are as follows:

Cindy McCall
1601 Nocatee Drive
Coconut Grove, Florida 33133

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 19 day of Aug, 2003.

Cmccall
CINDY MCCALL

STATE OF FLORIDA

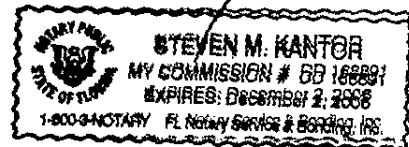
COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgments in the State of and County set forth above, personally appeared Cindy McCall, known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 19 day of Aug, 2003.

[Signature]
Notary Public, State of Florida at Large

My Commission Expires:



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CERTIFICATE AND ACKNOWLEDGMENT SECRETARY OF STATE
TALLAHASSEE FLORIDA

OF REGISTERED AGENT

OF

FABULOUS FANS, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

1601 Nocatee Drive
Coconut Grove, Florida 33133

has named CINDY MCCALL, located at the aforesaid 1601 Nocatee Drive, Coconut Grove, Florida 33133 as its registered agent to accept service of process with this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Cmccall

CINDY MCCALL (Registered Agent)