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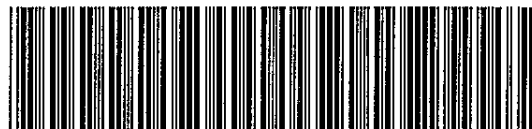
(Business Entity Name)

(Document Number)

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03 OCT 23 PM 9:10  
STATE  
TALLAHASSEE, FLORIDA

# **A. NORMAN DRUCKER**

Attorney At Law

801 NE 167<sup>th</sup> Street - Suite 308  
N. Miami Beach, FL 33162  
Tel. (305) 652-7777  
Fax. (305) 652-6454

October 20, 2003

Secretary of State  
Division of Corporation  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: **D & M Fun Factory, Inc.**

Gentlemen:

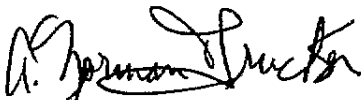
Enclosed please find the original and one (1) copy of the Articles of Incorporation for D & M Fun Factory, Inc. with the Certificate designating the Place of Business and Naming the Registered Agent for service of process attached hereto.

Also enclosed is a check on my Trust account for \$78.75 to cover the costs of incorporation.

Please return the copy with the time stamp of the incorporation and the corporate charter.

Thank you in advance for your cooperation.

Very truly yours,



A. Norman Drucker

AND/rm  
Enc.

**CERTIFICATE OF INCORPORATION OF  
D & M FUN FACTORY, INC.**

**FILED**  
03 OCT 23 PM 9:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida by and under the provisions of the Statutes of said State, providing for the formation, liabilities, rights, privileges and immunities of corporations for profit.

**FIRST:** The name of this corporation shall be: **D & M FUN FACTORY, INC.** and its business shall be carried on in Broward County, Florida, and at such other points and places in the State of Florida and in the United States and foreign countries as from time to time may be authorized by the Board of Directors. Its principal office shall be at

**3517 Del Mar Avenue, Davie, Florida 33328**

**SECOND:** The nature of the business, and the objects or purposes to be transacted, promoted, or carried on by the corporation, are as follows:

(a) 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.

(b) To acquire, hold, sell, reissue or cancel any shares of its own capital stock, provided, however, that this corporation may not use any of its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of this corporation, and provided further that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

(c) To enter into, make, execute, perform and carry out contracts of any kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government or agency thereof.

(d) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets at any time owned or held by this corporation, upon such terms as the Board of Directors shall authorize, and as may be permitted by law.

(e) To purchase or otherwise acquire the whole or any part of the property, assets, business and goodwill of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business.

(f) To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either alone or in connection with any person, firm, association or corporation.

(g) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Florida upon corporations formed under the Acts hereinafter referred to or under any act amendatory thereof or supplemental thereto or substituted therefore.

Notwithstanding anything herein to the contrary, nothing herein contained shall be deemed to authorize this corporation to engage in or conduct in the State of Florida, or any State, the business of banking or operating a trust company or safe deposit company, building and loan association, surety company, or cooperative or benefit associations or societies, or cemetery companies.

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business, nor to exercise any power; nor to do any act which the corporation may not at that time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article **SECOND** of this Certificate of Incorporation shall, except as otherwise expressly provided, be liberally construed and in no wise be limited or restricted by reference to, or inference from, the terms of any other clause or paragraph of this Certificate of Incorporation.

**THIRD:** The total number of shares and authorized capital stock of this corporation shall be divided into 100 shares having a no par value each. Such shares may be issued by the corporation, from time to time, for such consideration, and upon such terms as may be fixed, from time to time, by the Board of Directors. The Board of Directors may determine that only a part of the consideration which shall be received by the corporation for any of the shares of its capital stock, and which it shall issue, from time to time, shall be capital. Such consideration as may be received by the corporation for any of its shares in excess of that part thereof which is capital shall be surplus.

If it seems desirable so to do, the Board of Directors may, from time to time, issue scrip for fractional shares of stock. Such scrip shall not confer upon the holder or holders thereof any voting or other rights of a stockholder of the corporation, but the corporation shall, from time to time, within such time as the Board of Directors may determine, issue one whole share of stock upon the surrender of scrip for fractional shares aggregating one whole share if properly endorsed and if in registered form.

**FOURTH:** No holder of stock of the corporation shall be entitled, as of right, to purchase or subscribe for any part of the unissued stock of the corporation, or any stock of the corporation to be issued by reason of any increase of the authorized capital stock of the corporation, or bonds, certificates of indebtedness, debentures or other securities convertible into stock of the corporation, or any stock of the corporation purchased by the corporation or by its nominee or nominees. Cumulative voting shall not be allowed.

**FIFTH:** The amount of capital with which the corporation will begin business is not less than \$5,000.00

**SIXTH:** The names and places of residence of the original subscribers to the capital stock, and the number of shares subscribed for by each of them, and the amount paid in by each of them is as follows:

<u>Name</u>	<u>Residence</u>	<u>Number Of Shares &amp; Amount</u>
Julie Murphy	1781 Aspen Lane Weston, Florida	50 shares - \$2,500.00
Michelle A. Drucker	3517 Del Mar Avenue Davie, Florida	50 shares - \$2,500.00

the proceeds of which will amount to at least \$5,000.00

**SEVENTH:** *This corporation is to have perpetual existence.*

**EIGHTH:** The private property of the stockholders, officers or directors of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

**NINTH:** The number of directors of the corporation shall be as specified in the By-Laws, and such number may from time to time be increased in such manner as many be prescribed in the By-Laws, provided the number of directors of the corporation shall not be less than two. In case of any increase in the number of directors, the additional directors may be elected by the Board, of Directors to hold office until their successors are elected and qualified and until the next annual meeting of the stockholders. In case of a vacancy in the Board of Directors, a majority of the remaining members of the Board may elect directors 'to fill such vacancy.. Directors need not be stockholders.

**TENTH:** In furtherance, and not in limitation, of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized:

To make, alter, amend or repeal the By-Laws of the corporation, subject to the power of the stockholders, having voting power, to alter, amend or repeal the By-Laws made by the Board o Directors.

To determine, from time to time, whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right to inspect any account or book or document of the corporation except as conferred by the laws of the State of Florida, unless and until authorized so to do by resolution of the Board of Directors, or of the stockholders.

To set apart out of any funds of the corporation available for dividends a reserve or reserves for working capital or for any other lawful purpose, and also to abolish any such reserve in the same manner in which it was created.

**ELEVENTH:** If the By-Laws so provide, the stockholders and Board of Directors of the corporation shall have power to hold their meetings to have an office or offices and to keep the books of the corporation, subject to the provisions of the Laws of Florida, outside the State of Florida and at such place or places as may from time to time be designated by the Board of Directors.

The corporation may in its By-Laws confer powers upon its directors in addition to those granted by this Certificate of Incorporation, and in addition to the powers and authority expressly conferred upon them by the Statutes of the State of Florida.

The members of the Board of Directors shall be entitled to reasonable directors' fees and other compensation for their personal services.

**TWELFTH:** (1) A director of the corporation shall not, in the absence of actual fraud, be disqualified by his office from dealing or contracting with the corporation, either as a vendor, purchaser or otherwise; and, in the absence of actual fraud, no transaction or contract of the corporation shall be void or voidable by reason of the fact that any director or any firm or corporation of which any director is a member is in any way interested in such transaction or contract, provided that the fact that such director or firm is interested in the transaction or contract is disclosed to the corporation, and that such transaction, Or contract is authorized, ratified or approved either (a) by vote of the majority of a quorum of the board of directors, or of the executive committee, if any, without counting in such majority any director so interested or who is a member of a firm or corporation so interested; or (b) by vote at a stockholders' meeting of the holders of record of the majority of all the outstanding shares of stock of the corporation then entitled to vote or by writing or writings signed by a majority of such holders, which shall have the same force and effect as though such authorization, ratification or approval were made by all the stockholders; and no director or firm or corporation of which a director is a member shall be liable to account to the corporation for any profits realized from or through any such transaction or contract. Nothing in this paragraph contained shall create any liability in the events above mentioned, or prevent the authorization, ratification or approval of such contracts or transactions in any other manner permitted by law, or invalidate or make voidable any contract or transaction which would be valid without reference to the provisions of this paragraph.

(2) Any officer of the corporation may be removed at any time by the affirmative vote of two-thirds of the board of directors, with or without cause.

**THIRTEENTH:** The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation by a majority agreement and action of the Board of Directors, and all rights and powers conferred herein upon the stockholders, directors and officers are subject to this reserved power.

**FOURTEENTH:** The names and addresses of the first Board of Directors, and Officers, who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, (whether such election and qualification takes place before, or after, one year from date hereof), are as follows:

**President:** Julie Murphy – 1781 Aspen Lane, Weston, Florida

**Vice-President:**

**Secretary-Treasurer:** Michele A. Drucker – 3517 Del Mar Avenue, Davie, Florida

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 19<sup>th</sup> day of October, 2003.

Witnesses:

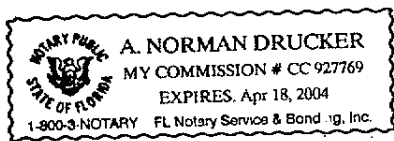
A. Norman Drucker  
Jane Drucker

Julie A. Murphy (seal)  
Michele A. Drucker (seal)  
\_\_\_\_ (seal)

STATE OF FLORIDA       )  
                                  )SS:  
COUNTY OF MIAMI-DADE )

I HEREBY CERTIFY that on this day before me, a Notary Public in and for the State of Florida, duly qualified and acting as an officer authorized to take acknowledgements, personally appeared **Julie Murphy and Michele A. Drucker**, to me well known to be the persons who executed the foregoing proposed Certificate of Incorporation of **D & M Fun Factory, Inc.**, and they severally acknowledged that they signed and executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at North Miami Beach, Miami-Dade County, State of Florida, this 19<sup>th</sup> day of October, 2003.



A. Norman Drucker  
Notary Public, State of Florida

My Commission Expires:

FILED

03 OCT 23 PM 9:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

FIRST--THAT D & M FUN FACTORY, INC.,  
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,  
3517 Del Mar Avenue,  
WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF Davie, Broward County,  
(CITY)  
STATE OF Florida, WAS NAMED A. Norman Drucker,  
(STATE) (NAME OF REGISTERED AGENT)

LOCATED AT 801 N.E. 167th Street-Suite 308,  
(STREET ADDRESS AND NUMBER OF BUILDING,  
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF North Miami Beach, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT  
(CITY)

SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Julie A. Murphy  
(CORPORATE OFFICER)

TITLE President

DATE October 19, 2003.

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 COM-  
plete PERFORMANCE OF MY DUTIES.

SIGNATURE A. Norman Drucker  
REGISTERED AGENT

DATE October 19, 2003.