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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: FANTASY INTERNATIONAL, INC
AUDIT NUMBER.....H97000004888
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0
CERT. COPIES.....1
PAGES..... 4
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TALLAHASSEE, FLORIDA

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(A)

CERTIFICATE OF INCORPORATION

-OF-

FANTASY INTERNATIONAL, INC.

We, the undersigned, for the purposes of forming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of Corporations for Profit.

ARTICLE ONE

The Name of the Corporation shall be **FANTASY INTERNATIONAL, INC.**

ARTICLE TWO

The Corporation may engage in any activity or business permitted under the Laws of the State of Florida and the United States.

ARTICLE THREE

The Corporation is authorized to have 500 shares of stock at a Par Value of \$1.00 per share, outstanding.

ARTICLE FOUR

The Amount of Capital that the Corporation shall begin business with shall not be less than **FIVE HUNDRED DOLLARS (\$500.00)**.

ARTICLE FIVE

The Corporation shall have perpetual existence.

ARTICLE SIX

The registered office and principal place of business for this corporation shall be 1732 NW 20th Street, Miami, Florida 33142.

ARTICLE SEVEN

The number of Directors shall not be less than **ONE**.

ARTICLE EIGHT

The Names and Post Office addresses of the first Board of Directors, who subject to the provisions of the Certificate of

Maria A. Zelaya, Esq.

(305) 394-4111

FBN. 38350

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1441 N.W. N. River Dr.

Miami, FL 33125

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EMPIRE CORPORATE KIT

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Incorporation and by-laws of the Corporation Laws of the State of Florida, shall hold office for the First Year of the corporation's existence, or until their successor are elected and have qualified, are: Joaquin E. Tapanes, President, 202 NW 60th Court, Miami, Florida 33126 and Paula Tapanes, Vice-President, 202 NW 60th Court, Miami, Florida 33126.

ARTICLE NINE

The Name and Addresses of the Subscribers to the Certificates of Incorporation is: Joaquin E. Tapanes, President, 202 NW 60th Court, Miami, Florida 33126; Paula Tapanes, Vice-President, 202 NW 60th Court, Miami, Florida 33126;

ARTICLE TEN

The Registered Agent for said Corporation is: Paula Tapanes, 1732 NW 20th Street, Miami, Florida 33142.

ARTICLE ELEVEN

The Corporation shall have all the rights and powers as Set Forth in the Florida Statutes, applicable to Corporations for Profit.

WE THE UNDERSIGNED, being the original Subscriber to the Capital Stock hereinabove named for the purpose of Forming a Corporation for Profit to do business, both with and without the State of Florida, do hereby make, subscribe, acknowledge and file this certificate, hereby declaring that the facts herein stated are true, and have hereunto set our hand and seal this 10th day of March, 1997.


JOAQUIN E. TAPANES, President


PAULA TAPANES, Vice-President

STATE OF FLORIDA)
COUNTY OF DADE) ss

ON THIS DAY, BEFORE ME, appeared: JOAQUIN E. TAPANES and PAULA

2
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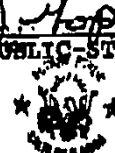
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TAPANES, the Parties to the foregoing Certificate of Incorporation whom produced a FDL#T152-425-52-296-0 and FDL#T152-669-41-729-0 as identification, and acknowledged the said Certificate to be free and voluntary act and Deed of them, and that each statement and fact are therein truly Set Forth.

WITNESS my hand and Notarial Seal at Miami, Dade County, Florida on this 10th day of March, 1997.



MLEF J. GOKMAN
My Commission CC380104
Expires Jun. 22, 1998
Bonded by HAJ
800-422-1505



MLEF J. GOKMAN
My Commission CC380104
Expires Jun. 22, 1998
Bonded by HAJ
800-422-1505

My Commission Expires:

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That FANTASY INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at Miami, County of Dade, State of Florida has named Paula Tapanes, located at 1732 NW 20th Street, Miami, Florida 33142, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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

By: Paula Tapanes
PAULA TAPANES
Registered Agent

Prepared By:

LOR LAM, P.A.
Maria B. Solaya, Esquire
Florida Bar No. 18130
1441 North River Drive
Miami Florida 33128
(305) 224-4211

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3
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