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ACCOUNT NO. : 072100000032  
REFERENCE : 322802 81106A  
AUTHORIZATION :  
COST LIMIT : \$ ~~122.50~~ PPO

ORDER DATE : April 8, 1997  
ORDER TIME : 11:48 AM  
ORDER NO. : 322802-005  
CUSTOMER NO: 81106A

CUSTOMER: David E. Goldman, Esq  
DAVID E. GOLDMAN, ESQ  
20700 West Dixie Hwy.  
Miami, FL 33180

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-04/08/97--01093--008  
\*\*\*\*122.50 \*\*\*\*122.50

RECEIVED

97 APR -8 PM 12:00

DIVISION OF CORPORATION

DOMESTIC FILING

NAME: 2 FAT 2 FISH, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith  
EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 APR -8 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8N APR - 8 1997

**ARTICLES OF INCORPORATION  
OF  
2 FAT 2 FISH, INC.**

**FILED**

97 APR -8 PM 2: 05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida.

**ARTICLE I  
CORPORATE NAME**

The name of the corporation shall be 2 FAT 2 FISH, INC.

**ARTICLE II  
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the corporation shall be located at 18150 Oleta Drive, North Miami Beach, Florida 33160-2049.

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares which the corporation is authorized to have outstanding at any time shall be ONE HUNDRED (100) common shares at a value of FIVE DOLLAR AND 00/100 (\$5.00) per share.

**ARTICLE IV  
INITIAL REGISTERED AGENT AND ADDRESS**

The registered agent of said corporation is DAVID E. GOLDMAN, and the registered office shall be 20700 West Dixie Highway, Suite 100, North Miami Beach, Florida 33180.

**ARTICLE V**  
**GENERAL NATURE OF BUSINESS**

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all activities or businesses permitted under the laws of the United States and of this State, as fully and to the same extent as natural persons might or could do.

**ARTICLE VI**  
**AMOUNT OF CAPITAL TO BEGIN BUSINESS WITH**

The amount of capital with which this corporation shall commence business shall be no less than One Hundred (\$100.00) Dollars.

**ARTICLE VII**  
**EXISTENCE OF CORPORATION**

The existence of this corporation shall be perpetual unless sooner dissolved according to law.

**ARTICLE VIII**  
**NUMBER OF DIRECTORS**

The number of directors of this corporation shall be no less than one (1).

**ARTICLE IX**  
**BOARD OF DIRECTORS**

The name and post office addresses of the Board of Directors and Officers of this corporation are:

Jeffrey Avati  
18150 Oleta Drive  
North Miami Beach, Florida 33160-2049  
President/Director

**ARTICLE X**  
**SUBSCRIBERS**

The name and post office address of the subscriber and his interest is as follows:

Jeffrey Avati  
18150 Oleta Drive  
North Miami Beach, Florida 33160-2049  
100 shares

**ARTICLE XI**  
**POWERS**

The director of this corporation, in addition to the powers conferred by the laws of the State of Florida, shall have the power to make, alter, amend and repeal the By-Laws, and to set apart, out of any funds of the corporation available for dividends a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Incorporation in any manner now or thereafter prescribed by law, and all rights conferred on officers, directors and stockholders herein granted subject to this reserve.

**ARTICLE XII**  
**INCORPORATOR(S)**

The incorporator of the within named corporation is **JEFFREY AVATI**.

The undersigned have executed these Articles of Incorporation this 04 day of

April, 1997.

Jeffrey Avati  
JEFFREY AVATI, Incorporator

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of April, 1997, by **JEFFREY AVATI**, who is personally known to me, or who has produced \_\_\_\_\_ as identification and, who did (did not) take an oath.

Mariana Morales  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

Print Name: Mariana Morales



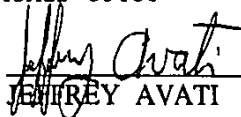
MARIANA MORALES  
My Comm Exp. 3/00/2001  
Bonded By Service Ins  
No. CG2025B  
[X] Personally Known [ ] Other I.D.

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: 2 FAT 2 FISH, INC.
2. The name and address of the registered agent is:

DAVID E. GOLDMAN  
20700 West Dixie Highway, Suite 100  
North Miami Beach, Florida 33180

  
JEFFREY AVATI

Dated this 04 day of April, 1997.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED ABOVE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
DAVID E. GOLDMAN


Dated this 04 day of April, 1997.

FILED  
APR - 8 PM 2:06  
TALLAHASSEE  
FLORIDA  
STATE

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of April, 1997, by DAVID E. GOLDMAN, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath.

My Commission Expires:

  
NOTARY PUBLIC, STATE OF FLORIDA  
Print Name: Mariana Morales



MARIANA MORALES  
My Comm Exp. 3/09/2003  
Bonded By Service Ins  
No. CCG28258  
 Personally Known  Other I.D.