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TRANSMITTAL LETTER

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

100002223801--7
-06/26/97--01058--007
****122.50 ****122.50

SUBJECT: FANTASTIC FINDS, INC.

Enclosed is an original and one (1) copy of the Articles of
Incorporation and our check for \$122.50.

FROM: Geraldine Assante
7420 West Country Club Blvd.
Boca Raton, FL 33487

Telephone: 561-989-9616

FILED
97 JUN 26 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nu 6/27/97

FILED

97 JUN 26 AM 10:25

ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FANTASTIC FINDS, INC.

ARTICLE I- NAME: The name of this corporation is FANTASTIC FINDS, INC.

ARTICLE II- DURATION: This corporation is to exist perpetually.

ARTICLE III- PURPOSE: This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV- CAPITAL STOCK: The maximum initial number of shares that this corporation is authorized to have outstanding at any one time is 5000 shares of common stock with no par value.

ARTICLE V- INITIAL REGISTERED AGENT: The initial registered office of this corporation in the State of Florida is 7420 West Country Club Blvd., Boca Raton, FL 33487 and the initial registered agent at that office is JOHN ASSANTE.
The Board of Directors may move the office to any other address in Florida.

ARTICLE VI- INITIAL BOARD OF DIRECTORS: This corporation shall have one director initially. The number of directors may be increased from time to time by the bylaws. The name and address of the initial directors of this Corporation are:

JOHN ASSANTE
7420 West Country Club Blvd.
Boca Raton, FL 33487

GERALDINE ASSANTE
7420 West Country Club Blvd.
Boca Raton, FL 33487

ARTICLE VII- PRINCIPAL OFFICE: The principal office of the
Corporation shall be:

7420 West Country Club Blvd.
Boca Raton, FL 33487

ARTICLE VIII- PRE-EMTIVE RIGHTS: All shareholders of the corporation
shall be vested with full pre-emptive rights.

ARTICLE IX- INCORPORATION: The name and address of the person
signing these Articles is:

GERALDINE ASSANTE
7420 West Country Club Blvd.
Boca Raton, FL 33487

ARTICLE X- INDEMNIFICATION: The Corporation shall indemnify any
officer or director or any former officer or director to
the fullest extent permitted by law either now existing
or hereafter enacted.

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation this 23 day of June, 1997.

Geraldine Assante
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 23rd day of
June, 1997, by GERALDINE ASSANTE.

My commission expires:

Vijaya Kumar
Notary Public



Vijaya Kumar
My Commission CC638206
Expires April 13, 2001

ACCEPTANCE OF REGISTERED AGENT

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 COMPLETE PERFORMANCE OF MY DUTIES AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0501 FLORIDA STATUTES.

Dated this 23 day of June, 1997.



JOHN ASSANTE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA