

P97000071600

LAW OFFICE

GUY SPIEGELMAN

SUITE 400 ROBERTS BUILDING
28 WEST FLAGLER STREET
MIAMI, FLORIDA 33100
TELEPHONE (305) 373-6634

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 AUG 18 AM 9:44

August 14, 1997

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: FANTASY AUTOMOTIVE, INC.

Dear Sir/Madam,

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation.

Also enclosed is my check in the amount of \$78.75, for the filing fee, designation fee and certificate of status.

Please incorporate this corporation, and forward the proof of filing and a certificate of status to this office.

Thank you for your assistance in this regard.

Sincerely,

Guy Spiegelman

GS/kj
Enclosures

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*****78.75 *****78.75

RP
8-19-97

ARTICLES OF INCORPORATION

OF

FANTASY AUTOMOTIVE, INC.

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ARTICLE I

NAME

FANTASY AUTOMOTIVE, INC.

ARTICLE II

DURATION

This corporation is to have perpetual existence.

ARTICLE III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue on hundred (100) shares at \$1.00 par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5400 S.W. 198 Terrace, Ft. Lauderdale, FL 33332,

and the name of the initial agent of this corporation is Nicholas Joseph Cascione, Jr. The mailing address of the corporation shall be 5400 S.W. 198 Terrace, Ft. Lauderdale, FL 33332

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting its initial Board of Directors is two (2), whose names and addresses are:

Nicholas Joseph Cascione, Jr., 5400 S.W. 198 Terrace, Ft. Lauderdale, FL 33332, and Vincent DeSantis, 5400 S.W. 198 Terrace, Ft. Lauderdale, FL 33332.

ARTICLE VII

INCORPORATOR

Nicholas Joseph Cascione, Jr., 5400 S.W. 198 Terrace, Ft. Lauderdale, FL 33332, and Vincent DeSantis, 5400 S.W. 198 Terrace, Ft. Lauderdale, FL 33332.

ARTICLE VIII

INDEMNIFICATION

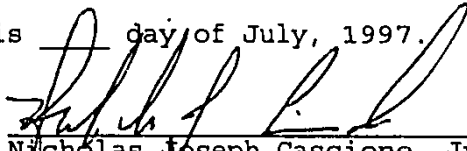
The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE IX

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

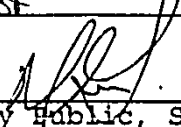
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15 day of July, 1997.


Nicholas Joseph Cascione, Jr.

STATE OF FLORIDA)
) ss:
COUNTY OF)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared Nicholas Joseph Cascione, Jr. () who is personally known to me, or (☒) who has produced DRIVERS LICENSE as identification and who () did (☒) did not take an oath, and who executed the foregoing Articles of Incorporation.

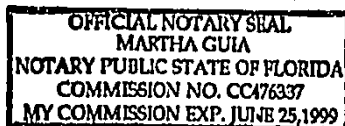
WITNESS my hand and official seal in the County and State last aforesaid this 15 day of August, A.D. 19 97.



Notary Public, State of Florida

My Commission expires:

Printed name of Notary





Vincent DeSantis

STATE OF NEW YORK)
) ss:
COUNTY OF Dutchess)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared **Vincent DeSantis** () who is personally known to me, or (☒) who has produced NYDL 422-773-457 Exp 4/27/99 as identification and who (☒) did () did not take an oath, and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 31st day of July, A.D. 1997.


Notary Public, State of ~~Florida~~ New York

My Commission expires:

RICHARD K. POZZI
Notary Public, State of New York
No. 01P05071594
Qualified in Dutchess County
Commission Expires Jan. 13, 1999

Richard K. Pozzi
Printed name of Notary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

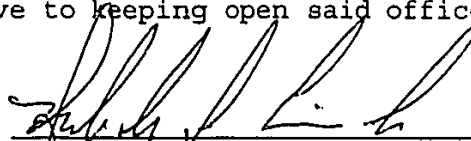
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CERTIFICATE DESIGNATING PLACE OR BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in Complaint with said Act:

FIRST: That FANTASY AUTOMOTIVE, INC., desiring to organize under the laws of the State of Florida with the Registered Office as indicted in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named NICHOLAS JOSEPH CASCIONE, JR. as its Registered Agent to accept service of process with in the State. ACKNOWLEDGEMENT: (MUST BE SIGNED BY REGISTERED AGENT)

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


BY NICHOLAS JOSEPH CASCIONE, JR.
Registered Agent