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FLORIDA DIVISION OF CORPORATIONS
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((H97000014017 2))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-40

FROM: ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA,
CONTACT: CARLOS F ARAZOZA
PHONE: (305) 444-6226

ACCT#: 0766240034

FAX #: (305) 442-48

NAME: FANCY PRODUCTS, INC.

AUDIT NUMBER.....H97000014017 *

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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CERTIFICATE OF INCORPORATION

OF

FANCY PRODUCTS, INC.

The undersigned subscribers to these articles of incorporation hereby associate themselves together to form a corporation under the laws of the State of Florida.

SECRET
DIVISION OF CONSPIRACIES
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ARTICLE I

NAME

The name of this corporation is Fancy Products, Inc.

ARTICLE II

GENERAL NATURE OF BUSINESS

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

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of One (\$1.00) Dollar per share. All said shares shall be payable in cash, property, labor or services at a valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with capital stock at a just valuation to be fixed by the Board of Directors.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$100.

Prepared by: Carlos F. Arazoza
101 Madeira Ave.
Coral Gables, FL 33134
(305) 444-6226
Florida Bar No. 0698806

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ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

ADDRESS

The initial mailing address of the principal office of this corporation in the State of Florida is 13021 S.W. 122 Avenue Miami, Fl. 33186. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VII

DIRECTORS

This corporation shall have not less than one director, however, the number of directors may be increased or diminished from time to time by By-laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII

INCORPORATOR

The name and mailing address of the incorporator of these articles of incorporation is Arazoza, Comas, de Torres, Fernandez-Fraga, P.A., 101 Madeira Avenue, Coral Gables, Fl. 33134.

ARTICLE IX

AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders' meeting by two thirds of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

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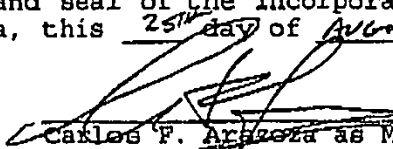
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ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT

Fancy Products, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the County of Dade, State of Florida, hereby designates Arazoza, Comas, de Torres, Fernandez-Fraga, P.A. as its Registered Agent, to accept services within the State. The registered office of the corporation shall be 101 Madeira Avenue, Coral Gables, Florida.

WITNESS the hand and seal of the incorporator in Dade County, State of Florida, this 25th day of August, 1997.

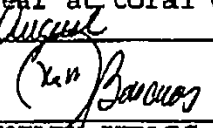


Carlos F. Arazoza as Managing
Director of Arazoza, Comas, de Torres,
Fernandez-Fraga, P.A.

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)


PERSONALLY appeared before me, Carlos F. Arazoza as Managing Director of Arazoza, Comas, de Torres, Fernandez-Fraga, P.A., to me well known to be the incorporator to the foregoing Articles of Fancy Products, Inc. who being by me first duly sworn, acknowledges that he signed the same for the purposes therein expressed.

WITNESS my hand and seal at Coral Gables, Dade County, Florida this 25th day of August, 1997.



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:

 ANA M. BASGUAS
COMMISSION # CC 535471
EXPIRES FEB 28, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

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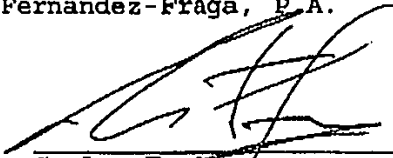
CERTIFICATE OF DESIGNATION

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 Fancy Products, Inc.
2. The name and address of the registered agent and office is:

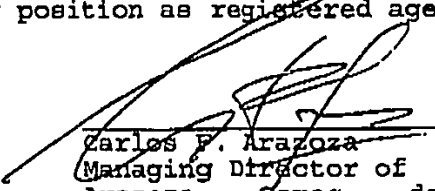
Arazoza, Comas, de Torres, Fernandez-Fraga, P.A.
101 Madeira Avenue
Coral Gables, Florida 33134



Carlos F. Arazoza,
Managing Director

Date: 8/25/97

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.



Carlos F. Arazoza
Managing Director of
Arazoza, Comas, de Torres,
Fernandez-Fraga, P.A.

Date: 8/25/97