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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 110432003053
CONTACT: LUIS URIARTE
PHONE: (305)672-0686 FAX #: (305)672-9110
NAME: SUCH FUN, INC.
AUDIT NUMBER.....H98000004347
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS...1 PAGES..... 4
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Such Fun, Inc.

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Article II. Address

The mailing address of the Corporation is:
Such Fun, Inc.
1550 Madruga Ave. Suite 230
Coral Gables FL 33146 DADE

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Clifford L. Suchman
1550 Madruga Ave. Suite 230
Coral Gables FL 33146

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Clifford L. Suchman

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Edgar Lewis | FL Bar Member 047113
Keith Mack LLP
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310
305-358-7605

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Article V. Capital Stock

The Corporation shall have the authority to issue 100 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Edgar Lewis
Keith Mack LLP
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on March 4, 1998.

The undersigned incorporator executed these Articles of Incorporation on March 4, 1998.



EDGAR LEWIS
by G.K. Kuroda as attorney-in-fact

Edgar Lewis I-FL Bar Member 047113
Keith Mack LLP
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310
305-358-7605

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

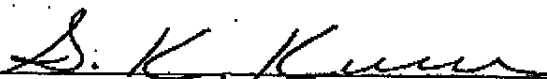
Such Fun, Inc.

REGISTERED AGENT/OFFICE:

Clifford L. Suchman
1550 Madruga Ave. Suite 230
Coral Gables FL 33146

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



CLIFFORD L. SUCHMAN
by G.K. Kuroda as attorney-in-fact

Date: March 4, 1998

Edgar Lewis | FL Bar Member 047113
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