

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Articles

1.) Fun Food, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
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10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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-03/16/98--01029--015
*****70.00 *****70.00

FILED
98 MAR 16 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

"When you need ACCESS to the world"
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ARTICLES OF INCORPORATION

OF

FUN FOOD, INC.

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TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be FUN FOOD, INC.

The principal place of business of this corporation shall be at 7455 COLLINS AVENUE #201, MIAMI BEACH, FL 33141.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, including but not limited to real estate sales, brokerage, financing, purchasing, and owning.

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 no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 555 N.E. 15TH STREET, SUITE 100, MIAMI, FL 33132 and the name of the initial registered agent of the corporation at that address is LOUIS D. ZARETSKY.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have ONE officer and ONE director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successors are elected or appointed is:

PRESIDENT, SECRETARY AND DIRECTOR -
LORING J. FRANK, 7455 COLLINS AVENUE #201, MIAMI BEACH,
FL, 33141.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

LOUIS D. ZARETSKY, 555 N.E. 15TH STREET, SUITE 100,
MIAMI, FL 33132


IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 11 day of March, 1998.


LOUIS D. ZARETSKY

STATE OF FLORIDA

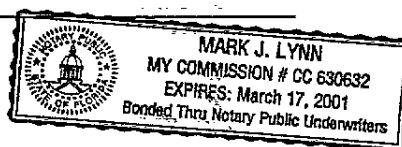
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 11 day of ^{March}~~JANUARY~~, 1998, by LOUIS D. ZARETSKY who produced _____ as identification or is personally known to me. Said person did not take an oath.



Notary Public, State of Florida at Large

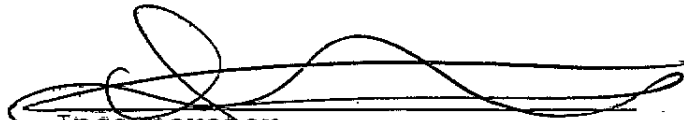
My Commission Expires: _____



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

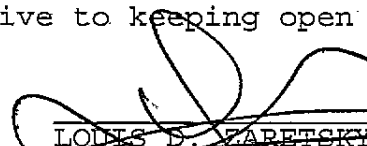
In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act:

FUN FOOD, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Miami, County of Dade, State of Florida, has named LOUIS D. ZARETSKY, 555 NE 15 STREET #100, Miami, Florida 33132 as its agent to accept service of process within this State.


Incorporator

ACKNOWLEDGMENT BY DESIGNATED AGENT

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


LOUIS D. ZARETSKY

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