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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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May 22, 1998

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Secretary of State
Division of Corporations
Tallahassee, Florida

RE: Southern Fantasies, Inc.

Gentlemen:

Enclosed herein please find original and one copy of Articles of Incorporation for the above-named corporation together with a check in the amount of \$122.50 for your filing fee.

Please find same and return one copy to the undersigned.

Thanking you for your assistance.

Very truly yours,



JON WILLIAMS
19501 East Country Club Drive
Apt. 9-308
Aventura, Fl 33180

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AFFIDAVIT AND CERTIFICATE OF INCORPORATION

OF

SOUTHERN FANTASIES, INC.

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SECRETARY OF CORPORATIONS
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THIS IS TO CERTIFY that we, the undersigned, hereby
associate ourselves into a corporation pursuant to the provisions
of the laws of the State of Florida providing the formation of
corporations for profit, for the purposes and with the powers
herein mentioned, and to that end we do by this Certificate set
forth:

I.

The name of the corporation is Southern Fantasies, Inc.

II.

The general nature of the business or businesses to be
transactions shall be:

(a) Internet based;

(b) To purchase, exchange, hire or otherwise acquire such
personal property, chattels, rights, easements, permits, privileges
and franchises as may lawfully be purchased, exchanged, hired or
acquired.

(c) To erect, construct, maintain, improve, rebuild,

enlarge, alter, manager, and control directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, hotels, bungalows, stores, offices, warehouses, mills, shops, factories, machinery and plants, and any and all structures and erections which may at any time be necessary, useful or advantageous in the judgment of the Board of Directors, for the purpose of the Corporation, and which can lawfully be done.

(d) To sell, manage, improve, develop, assign, transfer, convey, lease, sublease, pledge or otherwise alienate or dispose of, and to mortgage or otherwise encumber the land, buildings, real property, chattels, real and other property of the company, real and personal, and wheresoever situate, and any and all legal or equitable rights therein.

(e) To borrow money with or without pledge of or mortgage on all or any of its property, real or personal, as security, and to loan and advance money upon mortgages on personal or real property or on either of them.

(f) To buy, sell and deal in, with or without guarantee of payment thereof, bonds and mortgages and other like securities and other kinds of property, whether real or personal, not prohibited

or specifically expected by law, and to do and prosecute any acts or things incident to or proper in connection with the carrying on of the business of this Corporation.

(g) To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge and otherwise dispose of the shares of capital stock, bonds, debentures or other evidences of indebtedness of any corporation, domestic or foreign, and while the holder thereof, to exercise all of the rights and privileges of ownership, including the right to vote thereof, and to issue in exchange therefor its own stock, bonds, and other obligations.

(h) To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, goodwill, rights, assets or liabilities of any person, firm, association, or corporation to that which this corporation is authorized to carry on, pursuant to the provisions of this Certificate.

(i) To do all such acts and things as are incident or conducive to the premises.

(j) And this Corporation shall have the power to conduct its business in all its branches in the State of Florida, or in any other State or States, or territories of the United States, or in

the District of Columbia, and the dependencies of the United States or in foreign countries, and ultimately to do all acts and things and to exercise all the powers now or hereafter authorized by law, necessary to carry on the business or objects for which the company is formed. The foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the Corporation, and the enjoyment thereof, as conferred by the laws of the State of Florida, under corporations organized under the provisions of the Stock Corporation Law.

III.

The maximum number and kind of shares that the corporation is authorized to have outstanding is:

- (a) 500 Common at \$1.00 par value.

The Corporation will commence business with 100 shares.

Without action by the stockholders, the shares of stock without par value may be issued by the Corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors thereof, and any and all such shares, so issued, the full consideration of which has been paid or delivered, shall be deemed full paid stock, and not liable to any further call

or assessment thereon, and the holder of such shares shall not be liable for any further payment thereon.

IV.

The amount of capital with which the Corporation will begin business is not less than Five Hundred (\$500.00) Dollars, which said amount has been paid in.

V.

The Corporation shall have perpetual existence.

VI.

The registered office and principal place of business of the Corporation is to be located at 19501 East Country Club Drive, Apt. 9-308, Aventura, Dade County, Florida, and its Registered Agent is JON WILLIAMS, located at that address.

VII.

The business of the Corporation shall be managed and controlled by a Board of Directors consisting of not less than one nor more than eight members.

VIII.

The name, post office address of the first Board of Directors and officers who, subject to the provisions of this

Certificate of Incorporation, By-Laws and the Act of the Legislature of the State of Florida, whereunder the Corporation is organized, shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>OFFICE</u>
JON WILLIAMS	19501 East Country Club Drive Apt. 9-308 Aventura, Fl 33180	President

IX.

The names and post office address of each member of this Certificate of Incorporation, and a statement of the number of shares of stock which each mutually agrees to take, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>SHARES</u>
JON WILLIAMS	19501 East Country Club Drive Apt. 9-308 Aventura, Fl 33180	100

X.

The Corporation may, by action taken at any meeting of the Board of Directors, sell, lease or exchange all of its property, and assets including its goodwill and its corporate franchises or any property or assets essential to its corporate business upon

such terms and conditions as its Board of Directors deem expedient when and as authorized by the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power on such proposal, provided, however, that no vote or consent of stockholders shall be necessary for a transfer of assets by way of mortgage, or in trust or in a pledge to secure indebtedness of the Corporation.

It is the intention that the objects, purposes and powers specified and enumerated herein, shall, except where otherwise expressed, be, nowise limited or restricted by reference to or inference from the terms of any other clauses or paragraph of this Certificate of Incorporation, but that the objects, purposes and powers specified and enumerated herein and each of the clauses and paragraphs hereof shall be regarded as independent objects, purposes and powers of the Corporation.

From time to time, to determine whether and to what extent and at what time and places and under what conditions and regulations the accounts and books of this corporation (other than stock books or any of them) shall be open to the inspection of stockholders; and no stockholder shall have any rights of

inspection of any accounts, books or documents of this Corporation except as conferred by statute, unless authorized by a resolution of the stockholders by statute.

If the By-Laws so provide, to designate two or more of its number to constitute as executive committee, which committee shall for the time being, as provided in said resolution, or in the By-Laws of this corporation, have and exercise any and all of the powers of the Board of Directors in the management of the business and affairs of this Corporation, and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

This Corporation may in its By-Laws confer powers upon its Directors in addition to the foregoing and in addition to the powers and authorities conferred upon them by the Statutes.

Both stockholders and directors shall have power to hold their meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this Corporation (subject to the provisions of the Statutes).

The Corporation shall have a President, who shall be a Director, a Vice President, a Secretary and a Treasurer, and may

also have one or more additional Vice Presidents, assistant Secretaries and assistant Treasurers, and such other officers, agents, and factors as may be deemed necessary. All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws. The same person may hold two or more offices except the President, who shall not also be the Secretary of the Corporation.

XI.

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Statutes, and all rights conferred upon the stockholders herein are granted, subject to this reservation.

XII.

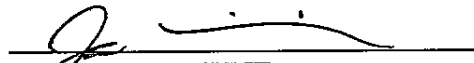
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST--That Southern Fantasies, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, at City of North

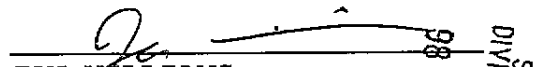
Miami Beach, County of Dade, State of Florida, has named JON WILLIAMS located at 19501 East Country Club Drive, Apt. 9-308, City of Aventura, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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 provisions of said Act relative to keeping open said office.


RESIDENT AGENT

We, the undersigned, being all of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business, both within and without the State of Florida, do make, subscribe, acknowledge, and file this Certificate hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinabove set forth and accordingly, have hereunto set our hands and seals this 22nd day of May, 1998.


JON WILLIAMS

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SECRETARY OF STATE
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STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this 22 day of May, 1998, before me personally appeared JON WILLIAMS to me well known to be the Incorporator(s) described herein, and who signed the foregoing Certificate of Incorporation, and who acknowledged before me that he signed, sealed and delivered the same for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my official hand and seal at Miami, Dade County, Florida this 22 day of May, 1998.

Kim M. Riedy
NOTARY PUBLIC

My Commission Expires:



Kim M. Riedy
MY COMMISSION # CC677371 EXPIRES
December 19, 2001
BONDED THRU TROY FAIR INSURANCE, INC.