

Thomas V. Close, Attorney at Law

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P98000056841

June 15, 1998

Secretary of State
Corporate Division
PO Box 6327
Tallahassee, FL 32314

RE: FIELD OF DREAMS, INC.
ARTICLES OF INCORPORATION

800002570588--2
-06/24/98--01026--016
*****122.50 *****122.50

Dear Sir/Madam:

Enclosed for filing, please find the original Articles of Incorporation of FIELD OF DREAMS, INC., together with a copy. Also enclosed is a check in the sum of \$122.50 in payment of the filing fee, certified copy and registered agent designation.

Thank you for your assistance.

Sincerely yours,


THOMAS V. CLOSE

TVC:tr
enclosures

FILED
98 JUN 24 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
6-25-98
S

ARTICLES OF INCORPORATION

OF

FIELD OF DREAMS, INC.

FILED
98 JUN 24 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, FOR PURPOSES OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I - NAME

The name of this Corporation is FIELD OF DREAMS, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing upon filing with the Secretary of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have to issue is 1,000, all of which shall be common shares with par value of \$1.00 (one dollar).

ARTICLE V - PRE-EMPTIVE RIGHTS GRANTED

Each Shareholder of stock of this Corporation shall be entitled to full pre-emptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 12230 FOREST HILL BLVD., #122, WELLINGTON, FL 33414, and the name of the initial registered agent of this Corporation at that address is THOMAS V. CLOSE, ESQ..

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have 1 director(s) constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws. The name and address of the initial Board of Directors of this Corporation are:

ARNOLD S. BLAUWEISS
2 COACHMAN'S COURT, OLD WESTBURY, NY 11568

HEATHER A. BLAUWEISS
2 COACHMAN'S COURT, OLD WESTBURY, NY 11568

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

THOMAS V. CLOSE, ESQ.
12230 FOREST HILL BLVD., #122, WELLINGTON, FL 33414

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscribed have executed these Articles of Incorporation, this 17 day of June, 1998.

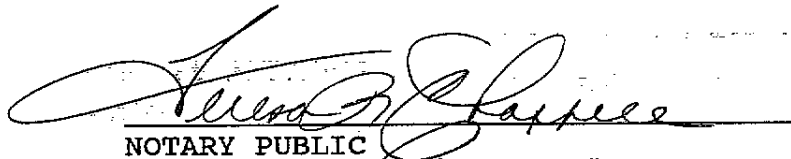
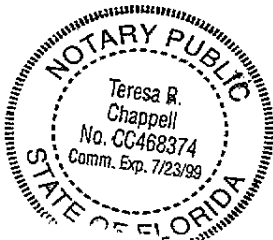


THOMAS V. CLOSE, ESQ., INCORPORATOR

STATE OF FLORIDA, COUNTY OF PALM BEACH }

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared THOMAS V. CLOSE, ESQ., personally known to me, or who provided a Florida driver's license as identification, who acknowledged before me that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 17 day of June, 1998.



NOTARY PUBLIC
State of Florida at Large
My Commission Expires:

7/23/99

STATE OF FLORIDA

DEPARTMENT OF STATE

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

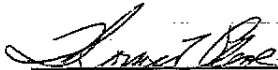
FIRST--THAT **FIELD OF DREAMS, INC.** DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT **2 COACHMAN'S COURT, OLD WESTBURY, NEW YORK 11568**, HAS NAMED **THOMAS V. CLOSE, ESQ.**, REGISTERED AGENT, LOCATED AT **12230 FOREST HILL BLVD., #122, WELLINGTON, FL 33414**, PALM BEACH COUNTY, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


THOMAS V. CLOSE, ESQ., INCORPORATOR

DATE: 6-17-98

ACCEPTANCE:

THE UNDERSIGNED, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.


THOMAS V. CLOSE, ESQ.
REGISTERED AGENT
DATE: 6-17-98

98 JUN 24 AM 11:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA