



THE UNITED STATES
CORPORATION
COMPANY

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FILED

99 APR 19 AM 9:46

ACCOUNT NO. : 072100000032

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE : 210186 160905A

AUTHORIZATION :

Patricia Pujat

COST LIMIT : \$ 70.00

EFFECTIVE DATE

4-15-99

ORDER DATE : April 19, 1999

ORDER TIME : 3:46 PM

ORDER NO. : 210186-005

CUSTOMER NO: 160905A

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CUSTOMER: Sonia Cohen, Legal Asst
SHAPO FREEDMAN & BLOOM, P.A.
SHAPO FREEDMAN & BLOOM, P.A.
Suite 4750
200 South Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILING

NAME: FANTASY FARMS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Mimi Stephens

EXAMINER'S INITIALS

4/19/99

99 APR 19 PM 4:43
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
FANTASY FARMS, INC.

FILED
99 APR 19 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
4-15-99

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation is:

FANTASY FARMS, INC.

The principal place of business of this corporation shall be 8800 Northwest 24th Terrace, Miami, Florida 33172.

ARTICLE II

The corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE V

The street address of the initial registered agent is 200 South Biscayne Boulevard, 4750 First Union Financial Center, Miami, Florida 33131 and the name of the initial registered agent of the corporation at that address is **South Florida Resident Agents, Inc.**

ARTICLE VI

The corporation shall have at least two directors initially. The number of directors may be increased or diminished from time to time pursuant to the by-laws of the corporation, but shall not be less than one nor more than seven. The initial directors are:

Elliot Sutton
20281 East Country Club Drive
Apartment 1414
Aventura, Florida 33180

Steven Perlman
8800 Northwest 24th Terrace
Miami, Florida 33172

ARTICLE VII

The initial directors shall hold office until the first annual meeting of the shareholders or until their successor(s) shall be duly elected or appointed and qualified.

ARTICLE VIII

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successors are elected or appointed is:

Steven Perlman	President/Treasurer
8800 Northwest 24th Terrace	and Secretary
Miami, Florida 33172	

ARTICLE IX

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, is used.

ARTICLE X

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

ARTICLE XI

The name and street address of the incorporator signing these articles is:

Leonard H. Bloom, Esquire
200 South Biscayne Boulevard
4750 First Union Financial Center
Miami, Florida 33131

ARTICLE XII

The initial Bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE XIII

The corporation shall indemnify all officers and directors or any former officers or directors, to the fullest extent permitted by law.

EXECUTED at Miami, Florida, this 15 day of April, 1999.



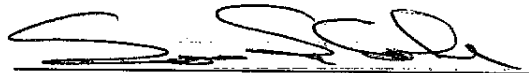
LEONARD H. BLOOM, Incorporator

STATE OF FLORIDA)

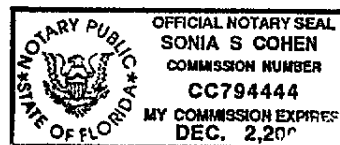
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared **Leonard H. Bloom**, to me known to be the person who subscribed to the foregoing Articles of Incorporation and acknowledged that he freely and voluntarily executed the said Articles of Incorporation for the purpose therein expressed.

SWORN TO AND SUBSCRIBED before me this 15th day of April, 1999.



Notary Public State of Florida at Large



**CERTIFICATE OF DESIGNATING
RESIDENT AGENT AND RESIDENT OFFICE**

FILED
99 APR 19 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

FANTASY FARMS, INC.

desiring to organize under the laws of the State of Florida, hereby designates South Florida Resident Agents, Inc. as its registered agent and 200 South Biscayne Boulevard, 4750 First Union Financial Center, Miami, Florida 33131 as its registered office.

ACCEPTANCE

Having been named as Registered Agent for the above named corporation, I hereby agree to act in such capacity for such corporation as its registered office.

**SOUTH FLORIDA RESIDENT AGENTS, INC.,
a Florida corporation**

By: _____


LEONARD H. BLOOM, Vice President

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared **Leonard H. Bloom** on behalf of South Florida Resident Agents, Inc., a Florida corporation, to me known to be the Registered Agent of and acknowledged that he freely and voluntarily executed the said Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 15th day of April, 1999.



Notary Public, State of Florida at Large

