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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ~~STRAWBERRY FIELDS, CORP.~~
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

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Certificate of Status

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TALLAHASSEE, FLORIDA

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

1999/12/15

Examiner's Initials

RECEIVED
99 MAY 13 AM 11:39



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 13, 1999

LAZARUS

MIAMI, FL

SUBJECT: STRAWBERRY FIELDS, CORP.
Ref. Number: W99000011271

We have received your document for STRAWBERRY FIELDS, CORP.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 799A00026408

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99 MAY 14 PM 3:37
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
STRAWBERRY FIELDS COLLECTABLES, CORP.

The undersigned subscriber(s) to these Articles of Incorporation, the natural persons which are competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
NAME OF CORPORATION

The name of the Corporation shall be:

STRAWBERRY FIELDS COLLECTABLES, CORP.

ARTICLE II
PURPOSE / NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: Any activity and/or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
CAPITAL STOCK OF CORPORATION

The maximum number of shares that this corporation is to have outstanding at any one time is One Hundred (100) shares of common stock, having a par value of One Dollar (\$1.00) per share. The amount to be paid for each share shall be fixed by the Board of Directors, but in no event shall be less than One Dollar (\$1.00). In all events, the corporation may be paid in lawful money of the United States of America or in goods or services.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is more than Ten Dollars (\$10.00).

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SECRETARY OF STATE
TALLAHASSEE FLORIDA
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ARTICLE VI
ADDRESS OF CORPORATION

The initial address of the principal place of business of this corporation in the State of Florida is:

STRAWBERRY FIELDS COLLECTABLES, CORP.
15725 SW 46 TERRACE
MIAMI, FLORIDA 33185

The Board of Directors may from time to time move the principal office(s) and/or principal place of business to any other address.

ARTICLES VII
SUBSCRIBER(S) OF THE CORPORATION

The name and street address of the subscriber(s) of the Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
1. BELKIS M. YANES	15725 SW 46 TERRACE MIAMI, FLORIDA 33185

ARTICLE VIII
DIRECTOR(S) OF THE CORPORATION

This corporation shall have not less than one (1) director. The names and street address of the first members of the Board of Directors of this corporation, who, subject to this Articles of Incorporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified, is/are:

<u>NAME</u>	<u>ADDRESS</u>
1. BELKIS M. YANES	15725 SW 46 TERRACE MIAMI, FLORIDA 33185

ARTICLE IX
AUTHORITY OF DIRECTOR(S)

The first member(s) of the Board of Directors, of this corporation, shall be BELKIS M. YANES acting in the capacity as to sign and execute any: contract(s), agreement(s), pledge(s), draft(s), and/or any instrument(s) with such third-parties to obligate and compel STRAWBERRY FIELDS, CORP. to perform according to the terms and conditions of such agreement.

ARTICLE X
INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine the time, place, manner, under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no documents of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

ARTICLE XI
INDEMNIFICATION OF OFFICER(S) AND/OR DIRECTOR(S)

Every Officer and Director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including but not limited to, attorneys' fees, court costs and expenses reasonably incurred by or imposed upon him/her in connection with any proceedings to which he/she may be a party or in which he/she may become involved by reason of his/her being or having been an Officer or Director of the corporation; and whether or not he/she is an Officer or Director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such Officer(s) may be entitled.

ARTICLE XII
AMENDMENTS(S) AND/OR MODIFICATION(S)

These Articles of Incorporation may be amended, modified and/or changed in the manner provided for in the By-Laws of this corporation.

ARTICLE XIII
REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for the said corporation shall be the following and the registered offices shall be located at:

PEDRO M. HERNANDEZ
CERTIFIED PUBLIC ACCOUNTANT
3700 SW 86 Avenue
Miami, Florida 33155-3224

or such other place as the Board of Directors shall from time to time designate, with appropriate notice being given to the Secretary of State.

ACKNOWLEDGEMENT OF
ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act in the capacity of registered agent and to accept the service of process for the above-stated corporation at the place designated in the Articles of Incorporation. The undersigned further agrees to fully comply with the provisions of all applicable statutes and laws of the State of Florida relating to the proper and complete discharge of its duties.

(Sign) Pedro M. Hernandez
Registered Agent
Print Name: Pedro M. Hernandez

Belkis M Yanes
BELKIS M. YANES, Subscriber

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99 MAY 14 PM 4:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA