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February 24, 2003

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32399

Re: Articles of Incorporation of BABY SEAN CORP.

Dear Ladies or Gentlemen:

I am enclosing herewith two original Articles of Incorporation of Baby Sean Corp., together with my firm check in the amount of $78.75 for the filing fee and one certified copy of the Articles. When the corporation is formed, it should be sent to the undersigned in the enclosed self-addressed, stamped envelope.

Thank you very much for your courtesy and cooperation in this matter.

Sincerely,

EDWARD E. LEVINSON

EEL/dlm
Enclosures
cc: Mr. Sharone Lankry
(with copy of articles)
gendocs\corp\articles.lts

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BABY SEAN CORP.

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 **BABY SEAN CORP**

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 United States of America and 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 $1.00 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 (5) 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 office of the corporation is 2006 Hollywood Blvd., Hollywood, Florida 33022-1600, and the initial registered agent of this Corporation at that address is Sharone Lankry.

ARTICLE VI

The corporation shall have at least one director, initially. The number of directors may be increased or diminished from time to time pursuant to the Bylaws of the corporation, but shall not be less than one nor more than seven.

ARTICLE VII

The name and street address of the member of the First Board of Director of the corporation who shall hold office for the first year of the corporation's existence or until a successor is elected and has qualified is:

Name	Address
Sharone Lankry	**2006 Hollywood Blvd. Hollywood, Florida 33022-1600**

ARTICLE VIII

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 IX

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 indirectly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

ARTICLE X

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

Name	Address
Sharone Lankry	**2006 Hollywood Blvd. Hollywood, Florida 33022-1600**

ARTICLE XI. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Sharone Lankry - **President, Secretary and Treasurer**

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 boards of directors. Nevertheless, 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

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any such right conferred upon the shareholders is subject to this reservation.

EXECUTED at Miami, Florida, this 24 day of February, 2003.

SHARONE LANKRY

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared **SHARONE LANKRY,** to me personally known to be the person who subscribed to the foregoing Articles of Incorporation of **BABY SEAN CORP.,** acknowledged that she freely and voluntarily executed the said Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this _______ day of February, 2003.

____
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: **(NOTARIAL SEAL)**

CERTIFICATE DESIGNATING RESIDENT AGENT AND REGISTERED OFFICE

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

DESIGNATION

BABY SEAN CORP. desiring to organize under the laws of the State of Florida, hereby designates **Sharone Lankry** as its registered agent and 2006 Hollywood Blvd., Hollywood, Florida 33022-1600 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 at its registered office.

____
SHARONE LANKRY, Registered Agent

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