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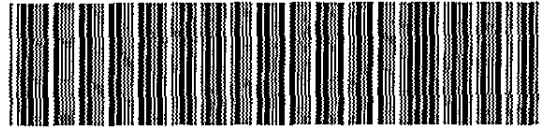
(Business Entity Name)

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Homer P. Appleby
Attorney at Law
3245 Saint James Drive
Boca Raton, FL 33434

Tel/Fax: 561-470-1021
happleby@earthlink.net

May 12, 2003

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Betty's Kids, Inc.
a not for profit Florida corporation

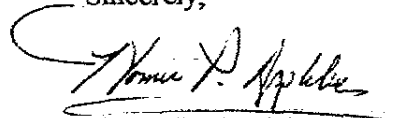
Dear Sir or Madam:

Enclosed are an original and one (1) copy of articles of incorporation for the referenced new Florida not for profit corporation. Also enclosed is a check payable to the Florida Department of State in the total amount of \$ 78.75, covering the filing fee, registered agent designation, and certificate of status for the new entity.

If there are any questions regarding the enclosures please contact me by telephone or email at the numbers indicated above. Otherwise, please return the completed documents to me at the above address.

Thank you for your attention to this matter.

Sincerely,


Homer P. Appleby

**ARTICLES OF INCORPORATION
of
Betty's Kids, Inc.
a not for profit Florida corporation**

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ARTICLE I - NAME

The name of the corporation shall be: Betty's Kids, Inc., a not for profit corporation.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 601 NW 22nd Road, Ft. Lauderdale, FL 33311.

ARTICLE III - PURPOSE

The tax exempt purposes of this corporation shall be to receive and maintain a fund or funds of real or personal property or both, and subject to the restrictions and limitations which are hereinafter set forth, to use and apply the whole or any part of the income from the principal of the fund or funds exclusively for charitable, civic, cultural, or children's educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE IV - TAX EXEMPT STATUS

This corporation shall not directly or indirectly perform any act or transact any business that will jeopardize the tax-exempt status of the corporation under section 501(c)(3) of the Internal Revenue Code and its regulations, as such section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted. No part of the assets or the net earnings of the corporation, current or accumulated, shall inure to the benefit of any private individual.

ARTICLE V - MANNER OF ELECTION

The manner in which the directors are elected or appointed shall be stated in the Bylaws.

ARTICLE VI - INITIAL OFFICERS

The name(s) and mailing address(s) of the initial officers of the corporation are as follows:

| <u>Name</u> | <u>Title(s)</u> | <u>Address</u> |
|--------------|-------------------------------------|--|
| Betty Taylor | President, Treasurer & Secretary | 601 NW 22 nd Road Ft. Lauderdale, FL 33311 |

ARTICLE VII - REVENUE

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. The corporation shall not in any way, directly or indirectly, attempt to influence legislation or participate or intervene in any political campaign on behalf of any candidate for public office, by publishing or distributing statements or otherwise. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under the Internal Revenue Code.

ARTICLE VIII - DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court for the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX- INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is: Homer P. Appleby, and the initial registered office of this corporation shall be 3245 Saint James Drive, Boca Raton, FL 33434.

ARTICLE X - INCORPORATOR

The name and address of the Incorporator is Homer P. Appleby, 3245 Saint James Drive, Boca Raton, FL 33434

.....
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Homer P. Appleby
Homer P. Appleby, Registered Agent

5/12/03
Date

Homer P. Appleby
Homer P. Appleby, Incorporator

5/12/03
Date

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