

Merry Frimond, President
Merry Sunshine Services, Inc.
995 S.E. 12th Street
Hialeah, FL 33010

PO000000001394

December 23, 1999

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****122.50 *****78.75

Secretary of State
Division of Corporation
409 E. Gaines Street
Tallahassee, FL 32399

RE: MERRY SUNSHINE SERVICES, INC.

Gentlemen:

Enclosed please find Articles of Incorporation for Merry Sunshine Services, Inc. together with a cashier's check in the amount of \$122.50 to cover the cost of filing fee, charter tax, registered agent and certified copy.

Thank you for your prompt attention in this matter.

Sincerely,

Merry Frimond

FILED
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SECRETARY OF STATE
TALLAHASSEE, FL 32399

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we

ARTICLES OF INCORPORATION
OF
MERRY SUNSHINE SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida

ARTICLE I - NAME

The name of this corporation is MERRY SUNSHINE SERVICES, INC.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business which is permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 60 shares of common stock without nominal or par value. The consideration to be paid for each share be fixed by the Board of Directors. The stock so issued shall be fully paid and non-assessable. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954, as amended.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$500.

ARTICLE V - TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - PRINCIPAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida is 995 S.E. 12 Street, Hialeah, Fl, 33010. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VII - DIRECTORS

This corporation shall not have less than one director.

ARTICLE VII - INITIAL DIRECTORS

The names, titles and addresses of the first Board of Directors are:

NAME	TITLE	ADDRESS
Merry Frimond	President/Secretary	20040 N.W. 3rd Avenue Miami, Fl 33169

This officer shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified.

ARTICLE IX - SUBSCRIBERS

The name and address of each subscriber to these Articles of Incorporation are:

Merry Frimond, 20040 N.W. 3rd Avenue, Miami, Fl 33169.

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 995 S.E. 12th Street, Hialeah, Fl, 33010 and the Registered Agent of this Corporation is Merry Frimond.

ARTICLE XI - AMENDMENTS

These articles of Incorporation may be amended in the manner provided by law.

Every Amendment shall be approved by the Board of Directors, proposed by them to the Stockholders entitled to vote thereon.

ARTICLE XII - REIMBURSEMENT

The corporation shall reimburse all authorized employees for any out-of-pocket expenses for traveling and automobile expenses. Also, the corporation has the right to enter into at its option for the benefit of the employees, a pension and/or profit sharing plan, retirement plan or incentive plan.

ARTICLE XIII - INSPECTION OF BOOKS OF CORPORATION

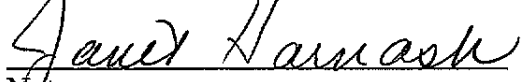
The Board of Directors, from time to time, shall determine whether and to what extent of what time and place, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be open to inspection of the Stockholders, and no Stockholder shall have the right to inspect any account or document of the corporation except as permitted by statute, or Board of Directors or by resolution of the Stockholders.

In witness whereof, the undersigned have made and subscribed to these Articles of Incorporation at Miramar, Florida, this 23 day of December, 1999 for the uses and purposes aforesaid.



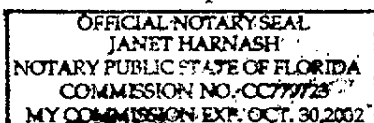
STATE OF FLORIDA
COUNTY OF BROWARD

Sworn to and subscribed before me by Merry Frimond who is personally known to me on this 23 day of December, 1999.



Notary

My Commission Expires:



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act;

First: That MERRY SUNSHINE SERVICES, INC. desiring to organize under the laws of State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Hialeah, County of Dade, State of Florida, has named Merry Frimond located at 995 S.E. 12 Street, Hialeah, FL, 33010 as its agent to accept service of process within this state.

Having been named to accept service of process of the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA