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ACCOUNT NO. : 072100000032

REFERENCE : 556236 81042A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 19 PM 1:06

ORDER DATE : January 18, 2000

ORDER TIME : 5:34 PM

ORDER NO. : 556236-005

CUSTOMER NO: 81042A

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*****78.75 *****78.75

CUSTOMER: Theodore F. Zentner, Esq.
THEODORE F, ZENTNER, ESQ.
THEODORE F, ZENTNER, ESQ.
Suite 820
444 Seabreeze Boulevard
Daytona Beach, FL 32118

DOMESTIC FILING

NAME: SMITTEN BY KITTENS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

RECEIVED
00 JAN 19 AM 9:04
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

g 1/19/00

ARTICLES OF INCORPORATION

of

SMITTEN BY KITTENS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JAN 19 PM 1:06

The undersigned subscribers of 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:

SMITTEN BY KITTENS, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is BUSINESS MANAGEMENT SERVICES.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock with a nominal or par value of \$10.00 each. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is ONE HUNDRED (\$100.00) DOLLARS.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The street address of the initial principal office of this corporation in the State of Florida is 1339 Beville Road, Daytona Beach, Volusia County, Florida 32119. The Board of Directors may, from time to time, move the principal office to any other address

in Florida. The mailing address of the corporation is c/o Adair Business Services, Inc., 1339 Beville Road, Daytona Beach, Florida 32119.

ARTICLE VII. DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased from time to time, by By-Laws adopted by the stockholders.

ARTICLE VIII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Melody H. Adair	1339 Beville Road Daytona Beach, Florida 32119

ARTICLE IX. SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration thereof:


<u>Name</u>	<u>Address</u>	<u>Shares</u>	<u>Consideration</u>
Melody H. Adair	1339 Beville Road Daytona Beach, FL 32119	100	\$1,000.00

ARTICLE X. AMENDMENT

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

ARTICLE XI. REGISTERED AGENT AND OFFICE

The registered agent and office for this corporation shall be Melody Adair c/o Adair Business Services, Inc., 1339 Beville Road, Daytona Beach, Florida 32119, to accept service of process within this State as to this corporation.



MELODY H. ADAIR

STATE OF FLORIDA

COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared MELODY H. ADAIR, to me personally known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 10 day of January, 2003.

JEVELLYN O. ADAMS
Notary Public, State of Florida
My comm. exp. Oct. 7, 2003
Comm. No. CC877627


Notary Public, State of Florida

My Commission Expires: Oct 7, 2003

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT SMITTEN BY KITTENS, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT 1339 BEVILLE ROAD, DAYTONA BEACH, FLORIDA
32119, HAS NAMED MELODY ADAIR, ADAIR BUSINESS SERVICES, INC., 1339
BEVILLE ROAD, DAYTONA BEACH, FLORIDA 32119, AS ITS REGISTERED AGENT
AND OFFICER TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


MELODY H. ADAIR, President

DATE: 01-10-00

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.


MELODY ADAIR
REGISTERED AGENT

DATE: 01-10-00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 19 PM 1:07