

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Profit

1.) Brains and Gizmos, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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TSKITH MAR 24 2000

ARTICLES OF INCORPORATION

OF

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

Brains and Gizzmo's, Inc.

The address of the principle office of this coporation shall be 251 Altamonte Commerce Boulevard, Suite #1402, Altamonte Springs, Fl. 32714, and the mailing address shall be the same as above.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws f the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this coporation is authorized to have outstanding at any one time is 1,000 shares of common stock having .10 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 251 Altamonte Commerce Boulevard, Suite #1402, Altamonte Springs, Fl. 32714, and the name of the initial registered agent of the corporation at the address is James L. Shirley.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have 1 directors, initially. The name and street address of the initial member of the Board of Directors are:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

James L. Shirley
120 Vista Oak Drive
Longwood, Fl. 32779

ARTICLE VII. 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:

Jeanette Dunlap
921 Georgia Avenue
Winter Park, Fl. 32789

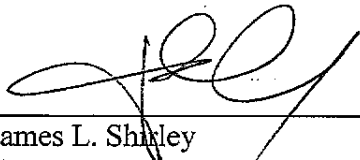
James L. Shirley
120 Vista Oak Drive
Longwood, FL. 32779

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator of the Articles of Incorporation is:

James L. Shirley
120 Vista Oak Drive
Longwood, FL. 32779

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 22nd day of March, 2000.


James L. Shirley
Incorporator

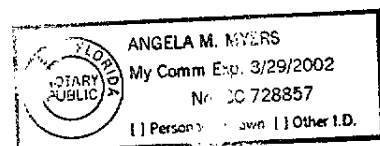
STATE OF FLORIDA

COUNTY OF Seminole

The foregoing instrument was acknowledged before me this 22nd day of March, 2000 by James Shirley, who is personally known or produced identification to me.

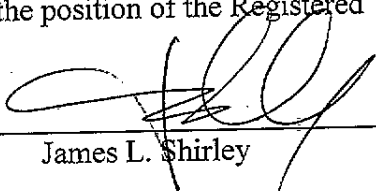
Type of I.D. Produced - _____





**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF
INCORPORATION**

I, James Shirley, having been designated as the Registered Agent in the
above and foregoing Articles, accepts the obligations of the position of the Registered
Agent of BIAAS & Sizzards Inc


James L. Shirley

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