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600003228516-9
April 28, 2000

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

600003228516-9
-04/28/00--01032--024
*****78.75 *****78.75

To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF INCORPORATION**, along with a check in the amount of **\$78.75** for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the **Articles of Incorporation** for the following entity:

JUVENILE PRODUCTS INNOVATION CORPORATION

Upon receipt, please "date-stamp" the copy of the letter provided and call Ann Cotroneo at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

Kelly B. Plante

Kelly B. Plante

KBP/amc
Enclosures
GHRCORP/GHR2.112
Stiglitz/187048-1

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(407) 843-8880

TALLAHASSEE
(850) 222-7717

FILED
00 APR 28 PM 12:00
RECEIVED
00 APR 28 AM 10:46
DIVISION OF STATE
TALLAHASSEE, FLORIDA
APR 28 2000

**ARTICLES OF INCORPORATION
OF
JUVENILE PRODUCTS INNOVATION CORPORATION**

FILED
00 APR 28 PM 12: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of **JUVENILE PRODUCTS INNOVATION CORPORATION**, a Florida corporation (the "Corporation"), pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for the Corporation:

ARTICLE I - NAME

The name of the Corporation is **JUVENILE PRODUCTS INNOVATION CORPORATION**. The mailing address of the Corporation shall be 279 Douglas Avenue, #1006, Altamonte Springs, FL 32714.

ARTICLE II - CORPORATE EXISTENCE

The Corporation will exist commencing on the date of filing these Articles of Incorporation with the Florida Department of State.

ARTICLE III - DURATION

The Corporation shall exist perpetually.

ARTICLE IV - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that the Corporation is authorized to issue and have outstanding at any one time is Six Million (6,000,000) shares of common stock having a par value of One Cent (\$0.01) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation shall be:

201 E. Pine Street, Suite 1200
Orlando, Florida 32801

The name of the initial registered agent of the Corporation at that address shall be:

Jack K. McMullen

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. The Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one.

B. The names and addresses of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Street Address</u>
F. Kenneth Henson	279 Douglas Avenue, #1006 Altamonte Springs, FL 32714
James W. Lillo	279 Douglas Avenue, #1006 Altamonte Springs, FL 32714

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Name

Address

Jack K. McMullen

201 East Pine Street, Suite 1200
Orlando, Florida 32801

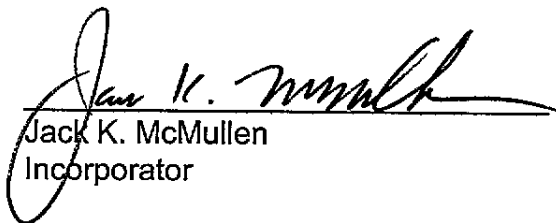
ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of April, 2000.


Jack K. McMullen
Incorporator

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

The undersigned, having been named as registered agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts such designation and agrees to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.



Jack K. McMullen

FILED
00 APR 28 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA