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To: Division of Corporations  
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From: Account Name : ANN FISHER, P.A.  
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FLORIDA PROFIT CORPORATION OR P.A.

The BabySmart Company

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**ARTICLES OF INCORPORATION  
OF  
THE BABYSMART COMPANY**

The undersigned adopts the following Articles of Incorporation to form a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation shall be The BabySmart Company.

**ARTICLE II - COMMENCEMENT & DURATION**

The corporation shall commence its existence on May 2, 2000 and shall exist perpetually unless sooner dissolved according to law.

**ARTICLE III - ADDRESS**

The mailing address of the corporation is 14967 SW 75 Ter., Miami FL 33193.

**ARTICLE IV - STATED CAPITAL**

The corporation is authorized to issue the following capital stock:

<u>No. Shares</u>	<u>Classification</u>	<u>Par Value</u>
500	Common	\$1.00

Subject to applicable Florida statutes, every Shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared by:  
Ann Fisher, P.A.  
1514 Zuleta Ave.  
Coral Gables FL 33146  
305-665-5944  
Fla Bar No: 0328227

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ARTICLE V - REGISTERED AGENT

The name and address of the Registered Agent of the corporation is Luis I. Espinoza, 14967 SW 75 Ter., Miami FL 33193.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the corporation is Luis I, Espinoza, 14967 SW 75 Ter., Miami FL 33193.

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time thereafter according to the bylaws of the corporation but shall never be less than one. The names and street addresses of the initial directors of this corporation are

Luis I. Espinoza  
14967 Sw 75 Ter.  
Miami FL 33193

Francisco B. Monjarrez  
8625 NW 8<sup>th</sup> St. #123  
Miami FL 33126

ARTICLE VIII - SHAREHOLDER PROPERTY

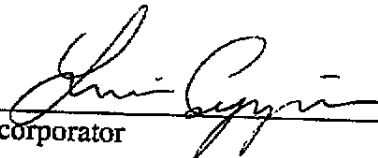
Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

ARTICLE IX - AMENDMENTS TO ARTICLES

The Directors shall have the power to amend or repeal these Articles of Incorporation with not less than a two-thirds vote of the common stock.


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IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of  
Incorporation this 2 day of MAY, 2000

  
Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

**HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED  
IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED  
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND  
ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.**

  
Registered Agent  
Date: 5/2/2000

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