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August 8, 2000

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Brain Booster's, Inc.

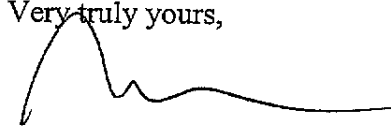
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****122.50 *****78.75

Dear Sir/Madam:

Enclosed herewith, please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, along with my check in the amount of \$122.50 representing the filing fee.

Thank you for your assistance. Should you have any questions, please do not hesitate to contact me.

Very truly yours,



JOSEPH L. SCHNEIDER

JLS/dro
Enclosures

00 AUG 14 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

F. CHESNEY

AUG 2 2 2000

**ARTICLES OF INCORPORATION
OF**

BRAIN BOOSTER'S, INC.

FILED
00 AUG 14 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is BRAIN BOOSTER'S, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office this corporation is 498 Bonaventure Boulevard, Weston, Florida 33326, and the name of the initial registered agent of this corporation at that address is Carol Elliott.

ARTICLE VII - CORPORATE OFFICE

The initial corporate office is located at 498 Bonaventure Boulevard, Weston, Florida 33326, and such other addresses as may be subsequently decided by the Board of Directors.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall initially have one (1) Director. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

The name and address of the initial Director is:

Carol Elliott
498 Bonaventure Boulevard
Weston, Florida 33326

ARTICLE IX - INCORPORATOR

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

Carol Elliott
498 Bonaventure Boulevard
Weston, Florida 33326

ARTICLE X - BY-LAWS

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

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

Carol Elliott	60%
Felicia Kramer	40%

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special Meetings of Shareholders may be called by written notice delivered to each shareholder five (5) business days prior to the meeting date.

ARTICLE XIII - SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting are entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLE XIV - MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of the Board of Directors of this corporation.

ARTICLE XV - COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XVI - NO REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove any director from office during his or her term.

ARTICLE XVII - DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present shall be the act of the Board of Directors.

ARTICLE XVIII - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XIX - ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by written consent, as provided by law.

ARTICLE XX - DIVIDENDS

Dividends may be paid to shareholders (only out of the unreserved and unrestricted earned surplus of the corporation). Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE XXI - AMENDMENT

This corporation reserves the right to amend or repeal any provision 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 subscribers have executed these Articles of Incorporation this 8th day of August, 2000.

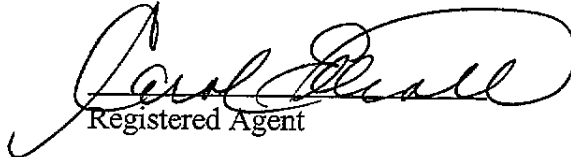
CAROL ELLIOTT


Incorporator

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. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: August 8, 2000.

CAROL ELLIOTT


Registered Agent

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 8th day of August, 2000, by CAROL ELLIOTT, who is personally known to me, or who produced FL Drivers License as identification, and who did take an oath.




NOTARY PUBLIC, STATE OF FLORIDA

FILED
00 AUG 14 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA