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P01000030008

March 16, 2001

VIA FEDERAL EXPRESS

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Weezee Wear Inc.


Ladies and Gentlemen:

Enclosed are two duplicates of both the Articles of Incorporation and the Certificate of Domestication for the referenced Georgia corporation, which is being domesticated in Florida as a Florida corporation. All of the documents have been manually signed. We request you file and record them on an expedited basis.

In addition, I am enclosing our trust account check in the amount of \$128.75 payable to the "Florida Department of State," which includes \$50 for the Certificate of Domestication, and \$78.75 for the Articles of Incorporation and a certified copy. Please send the certified copy of these documents to me in the enclosed return envelope.

If you have any questions, please call me at 813-222-6607. Thank you very much for any immediate treatment you can give to this request.

Sincerely,



William R. Paul

WRP/jk
Enclosures

Copy to: Louisa Galanti Benjamin

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01 MAR 19 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF DOMESTICATION

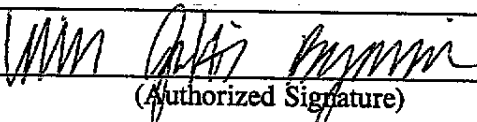
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Louisa Galanti Benjamin, as President
(Name) (Title)
of WeeZee Wear Inc., a foreign Corporation,
(Corporation Name)

in accordance with F.S., 607.1801 does hereby certify:

1. The date on which corporation was first formed was August 8, 1994
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was Georgia
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was WeeZee Wear Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is WeeZee Wear Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Georgia
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President of the aforesaid WeeZee Wear Inc.
and am authorized to sign this certificate of Domestication on behalf of the corporation and have done
so this the 15th day of March, 2001


(Authorized Signature)

Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

ARTICLES OF INCORPORATION
OF
WEEZEE WEAR INC.

FILED
01 MAR 19 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby adopts these Articles of Incorporation for the purpose of forming a corporation (the "**Corporation**") under the Florida Business Corporation Act (the "**Act**").

I.
Name

The name of the Corporation shall be **WeeZee Wear Inc.**

II.
Term of Existence

The Corporation began its existence as a Georgia corporation on August 8, 1994, and it is reincorporating in Florida and terminating its status as a Georgia corporation as soon as these Articles of Incorporation are effective in Florida. Upon the filing with the Florida Department of State of the Certificate of Domestication and these Articles of Incorporation, the Corporation shall be domesticated in Florida and its existence shall be deemed to have commenced on August 8, 1994, and the Corporation shall continue to have perpetual existence as a Florida corporation.

III.
Principal Office

The principal office of the Corporation shall be:

WeeZee Wear Inc.
Suite B
621 Lakeview Road
Clearwater, Florida 33756

IV.
Capital Stock

The Corporation shall be authorized to issue 10,000 shares of common stock having a par value of one cent (\$0.01) per share.

V.
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is: 621 Lakeview Road, Suite B, Clearwater, Florida 33756. The name of its initial registered agent at such address is Louisa Galanti Benjamin.

VI.
Directors

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation shall always have at least one (1) director. The name and address of the initial director of the Corporation, who shall serve until her successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Louisa Galanti Benjamin	621 Lakeview Road, Suite B Clearwater, Florida 33756

VII.
Incorporator

The name and address of the incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Louisa Galanti Benjamin	621 Lakeview Road Suite B Clearwater, Florida 33756

VIII.
Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Corporation's Board of Directors.


IX.
Indemnification

The Corporation shall indemnify any director or officer or any former director or officer of the Corporation, to the fullest extent permitted by law.

X.
Amendment

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

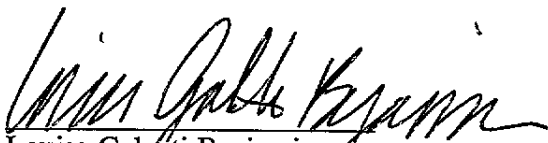
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on March 15, 2001.


Louisa Galanti Benjamin
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named registered agent and designated to accept service of process for the above-stated corporation, at the place designated above, I hereby agree 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.

Dated: March 15, 2001


Louisa Galanti Benjamin
Registered Agent