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FLORIDA PROFIT CORPORATION OR P.A.

E-Z BABY, INC.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF****E-Z BABY, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is: **E-Z BABY, INC.**

ARTICLE II

The existence of the Corporation shall begin on May 8, 2001

ARTICLE III

The address of the principal office of the Corporation is:

7200 N. W. 19th. Street, Suite 412
Miami, FL 33126

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100 shares, all of which shall be Common Shares. Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is: 250 Bird Road, Suite 302, Coral Gables, Florida 33146. The initial registered agent for the Corporation at that address is:

JOSEPH F. LOPEZ, Attorney At Law

Prepared by:

Joseph F. Lopez, Esq.

Florida Bar No. 801283

250 Bird Road, Suite 302

Coral Gables, Florida 33146

Telephone: (305) 444-4375

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ARTICLE V

The board of directors shall consist of one member. The number of directors may at any time be increased or decreased by action of either the shareholders or the board of directors.

ARTICLE VII

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

Joseph F. Lopez, Esq.
250 Bird Road, Suite 302
Coral Gables, Florida 33146

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8th day of May, 2001

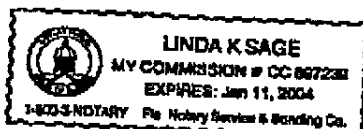

JOSEPH F. LOPEZ

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared JOSEPH F. LOPEZ, who is personally known to me, and known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 8th day of May, 2001.

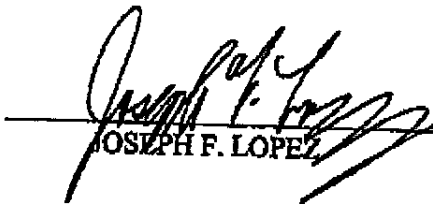

Notary Public, State of Florida



H 01000064131**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for E-Z BABY, INC., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Dated this 8th. Day of May, 2001.


JOSEPH F. LOPEZ

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