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Charte Number Only

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FILED

01 MAY 22 PM 1:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

GARY EDWARD

Requestor's Name

2641 NE 207 ST

Address

AVENTURA FL. 33180

City

State

ZIP

Phone

VALIDATION ONLY

(305) 947-2121

CORPORATION(S) NAME

900004287559--2  
-05/22/01--01085--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FEELING FACES, INC



Empire Toll Free: 1-800-432-3028

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Call If Problem	<input type="checkbox"/> Will Wait	<input type="checkbox"/> Mail Out
<input checked="" type="checkbox"/> Walk In	<input checked="" type="checkbox"/> Pick Up	

Name
Availability
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Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

PS 5/22/01 ✓

ARTICLES OF INCORPORATION

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ARTICLE I-NAME

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The name of this Corporation shall be FEELING FACES, INC.

ARTICLE II-DURATION

The Corporation shall have perpetual existence commencing upon the date of filing of these Articles with the Department of State.

ARTICLE III-PURPOSE

The Corporation is formed for the purpose of transacting any and all lawful business.

ARTICLE IV-CAPITAL STOCK

The Corporation is authorized to issue Five Thousand (5000) shares of Common Stock with a par value of ten (\$10.00) Dollars each share, such shares to 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 pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI-INITIAL REGISTERED AGENT AND CORPORATE OFFICE

The street address of the initial registered office of this Corporation is 127 VENTOR I DEERFIELD BEACH, FL. 33442 and the name of the initial registered agent at that address is E. JANE ROBINSON

ARTICLE VII-INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE (1) Director constituting the initial board of Directors. The number of Directors of the Corporation maybe increased or decreased from time to time by the by-laws, however, there shall never be less than one (1) Director nor more than three (3) Director. The name and address of the initial board of Directors of the Corporation is:

E. JANE ROBINSON  
127 VENTOR I  
DEERFIELD BEACH, FL. 33442

ARTICLE VIII-INCORPORATORS

The name and address of the Person(s) signing these Articles of Incorporation is

E. JANE ROBINSON  
127 VENTOR I  
DEERFIELD BEACH, FL. 33442

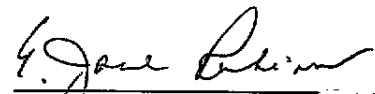
ARTICLE IX-INDEMNIFICATION

The Corporation shall indemnify any officer or Director or any former Officer or Director to the full extent permitted by-law.

ARTICLE X-AMENDMENT

The Corporation reserves the right to amend or Repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by vote of the majority of the board of Directors, and any right conferred to shareholders of the Corporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 5 day of ~~APR~~ MAY 2001



E. JANE ROBINSON  
INCORPORATOR

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared E. JANE ROBINSON, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledges before me that she executed said articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 5 day of ~~APR~~ MAY 2001



NOTARY PUBLIC

My Commission Expires:



Gayle Greene

My Commission CC900055

Expires January 05 2004

CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT  
UPON WHOM PROCESS MAY BE SERVED

FILED

01 MAY 22 PM 1:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that FEELING FACES, INC. desiring to organize under the laws of Florida, with its principal place of business AT 127 VENTOR I DEERFIELD BEACH, FL. 33442, has named E. JANE ROBINSON, located at 127 VENTOR I, DEERFIELD BEACH, FL. 33442 as its agent to accept service of process within Florida.

Dated: May 5, 2001

E. Jane Robinson  
E. JANE ROBINSON  
INCORPORATOR

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to this proper performance of my duties.

E. Jane Robinson  
E. JANE ROBINSON  
Resident Agent