

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Stories for Smiles Inc.

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*****78.75 *****78.75

FILED
02 SEP 12 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

☒ Art of Inc. File
☐ LTD Partnership File
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☐ Art. of Amend. File
☐ RA Resignation
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☐ Annual Report / Reinstatement
☒ Cert. Copy
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☐ Certificate of Good Standing
☐ Certificate of Status
☐ Certificate of Fictitious Name
☐ Corp Record Search
☐ Officer Search
☐ Fictitious Search
☐ Fictitious Owner Search
☐ Vehicle Search
☐ Driving Record
☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ Courier

Signature _____

Requested by: _____

Name _____

9/12/02
Date

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Time

Walk-In _____

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ARTICLES OF INCORPORATION
OF
STORIES FOR SMILES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be STORIES FOR SMILES, INC. Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be that provided below:

(a) To apply for, hold, purchase, acquire or otherwise deal in letters patent or copy rights of the United States or other countries, to work, operate or develop the same or to carry on any business, manufacturing or otherwise, which may directly or indirectly affect those objects or any of them; to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock or any bonds, securities or other evidences of indebtedness created by any person or corporation of this state or any other state, nation, country or government, and while owner of said stock, may exercise all the rights and privileges of ownership, including the right to vote thereon as natural persons might or could do.

(b) To loan money on real estate and personal property.

(c) To enter into, make or perform contracts or any kind with any person, association, corporation, municipality, body politic, county, country, territory, state, government or colony, or any dependency thereof, and without limit as to amount, draw, make, accept, endorse, discount, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and all other negotiable instruments and evidences of indebtedness whether secured by mortgage, bond or otherwise, as well as to secure the same mortgage, bond or otherwise.

(d) To do any and all of the things herein set forth and all other things permissible by law to the same extent as natural persons might or could do in any part of the world as principals, agents contractors, or otherwise, and either alone or in company with others, purchase, hold, and re-issue any of the shares of its capital stock.

(e) To act as Trustee for any form of property, claim or right.

(f) To perform services and to engage in every aspect and phase of business under the laws of the State of Florida that a Florida corporation is authorized to render.

(g) To do each and everything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the Corporation enumerated in these Articles of Incorporation, of any amendment thereof, necessary or incidental to the protection and benefit of the Corporation; and, generally, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuits necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

(h) Development and production of T.V. and film projects.

ARTICLE III

The maximum number of shares that the Corporation is authorized to have outstanding at any one time shall be One Thousand (1,000) shares of common stock at a par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which the corporation will begin business shall be \$1,000.00.

ARTICLE V

The principle office of this corporation will be 20222 N.E. 19th Place, North Miami, Florida 33179.

ARTICLE VI

The names and post office addresses of the first Board of Directors, who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

Name: Arthur Weiner

Address: 20222 N.E. 19th Place
North Miami, Florida 33179

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

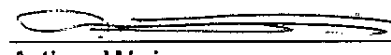
ARTICLE VII

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First. STORIES FOR SMILES, INC., desiring to organize under the laws of the State of Florida, with its registered office indicated in the Articles of Incorporation, at 20222 N.E. 19th Place, North Miami, Florida 33179, County of Dade, State of Florida, has named Arthur Weiner as its agent to accept service of process within this state.

ACKNOWLEDGMENT;

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office:


Arthur Weiner
Resident Agent

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES VIII

The name and address of the subscribers to the Articles of Incorporation and the amount of stock they agree to take are as follows:

NAME	ADDRESS	NUMBER OF SHARES
Arthur Weiner	20222 N.E. 19 th Place North Miami, Florida 33179	1,000

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's Meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10
day of September, 2002.


Arthur Weiner

CC985879
Serial Number